



MARVEL
COMICS
GROUP

the X-MEN



APPROVED
BY THE
COMICS
CODE
AUTHORITY

IND.

16
JAN

12¢

**"THE
SUPREME
SACRIFICE!"**



EXCLUSIVE FUN PRODUCTS BY MAIL



CYCLE PUTTER

Really dress up your BIKE. Sounds just like a Motor Bike. Made of heavy plastic and steel. No. 8023... Only 39c



SQUIRT FLOWER

When your friend tries to smell it all he'll get is a face full of water. Comes complete with long rubber hose and bulb. No. 3013... Only 25c



TRICK BASEBALL

It bounces cockeyed, it curves, it dips, it's impossible to catch. It's sure to set all the kids on the block chasing after it. There's a barrel of fun in every bounce of this amazing baseball. No. 4020... 50c



PRANKSTER WHISTLE

Greatest gag in years. Just place inside any tail-pipe and watch the fun. As soon as he starts the car it will sound as if the whole motor fell out. It's a panic, but completely harmless. No. 7021... 75c



SPIDER RING

This jumbo Rubber Spider with moving eyes comes attached to an adjustable metal ring and is sure to scare everybody. Large size 4 1/2" x 4 1/2". Made of flexible rubber. No. 4006... Only 45c



WHOOPS

Looks like someone lost their lunch. Place it on the floor and wait for your first unsuspecting victim to walk in—ugh. Better catch him before he faints. No. 9016... Only .75



LOUD NOSE BLOWER

Blow your nose and it will sound like the roof caved in. Fits right in your handkerchief out of sight. No. 6018... only 20c



PEPPER GUM

Hi Pal, have a piece of gum. Once he starts chewing you better have a glass of water ready. Completely harmless but a million laughs. No. 5008... 15c



JIU-JITSU



This is one of the most popular

books on the art of self defense. Now you needn't back away from anyone. Many illustrations show you how to defend yourself from bullies. We also include "FREE" a book on strong man stunts. No. 4003... Only \$1.00



JOY BUZZER

Shake hands and watch your friend jump 6 feet high. Completely harmless. No. 7005... 50c



MAGIC ROCKS

MAGIC ROCKS — Colourful large pellets. "Plant" them with the magic solution using the planting tweezers. They will grow within a short time. Terrific for underwater effects. No. 1022... Only \$1.00



WHOOPEE CUSHION

Place this under any cushion. Gives out a loud Bronx Cheer. Very embarrassing but loads of laughs. No. 8010... Only .50



SURPRISE PACKAGE

If you are willing to take a chance, we guarantee you more than your moneys worth, filled with surprises. No. 8002... 50c



GROW LIVE MONSTERS!

ONLY \$1.00

GROW LIVE MONSTERS

SCARIEST LIVING Sensation of the century. 2 Monsters in full colour. Comes complete with space astronomer and full accessory kit. Will grow green monster hair right before your eyes. Complete kit. No. 8001... Only \$1.00



SILVER SKULL RING

Heavy Mexican silver ring with the raised face of skull and inlaid red ruby eyes. Feels good and looks real impressive. Adds heft to your hands. No. 3019... \$1.00



X-RAY-SPEX

A wonderful illusion to fool your buddies. Put them on, now is that really his skull you see inside his head? Prove to him you can see through anything. No. 7014... \$1.00



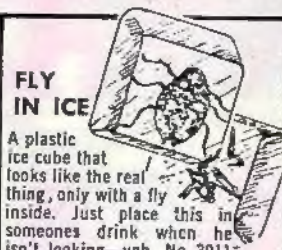
BIKE SPEEDOMETER

Now you can tell how fast you are going. Registers speeds up to 50 miles per hour. New built-in compass also shows in what direction you are travelling. Fits any bicycle. Attaches in seconds. No. 3017... only 75c



SILENT DOG WHISTLE

This whistle can not be heard by any human, but your pet will hear it blocks away. Everyone will be amazed when he comes running as soon as he hears his own private whistle. No. 1009 Only \$1.00



FLY IN ICE

A plastic ice cube that looks like the real thing, only with a fly inside. Just place this in someone's drink when he isn't looking—ugh. No. 3011... Only .45

ELLBARR DIST. DEPT. G.K. 20 Weston, Ont.

RUSH ME THE ITEMS LISTED BELOW. If I am not 100% delighted, I may return any part of my purchase after the 10 day free trial for full refund.

ITEM No.	NAME OF ITEM	HOW MANY	TOTAL PRICE

☐ I enclose plus 15c postage and shipping in cash, cheque or money order.

NAME

ADDRESS

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X-MEN! THE MOST MYSTERIOUS FIGHTING TEAM OF ALL TIME!

The SUPREME SACRIFICE!

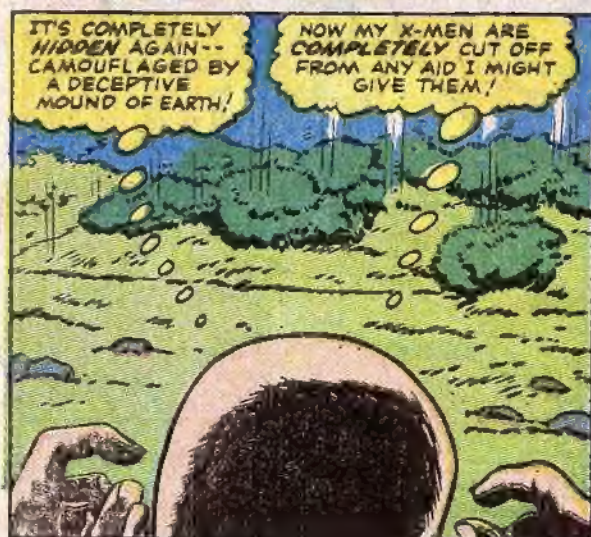
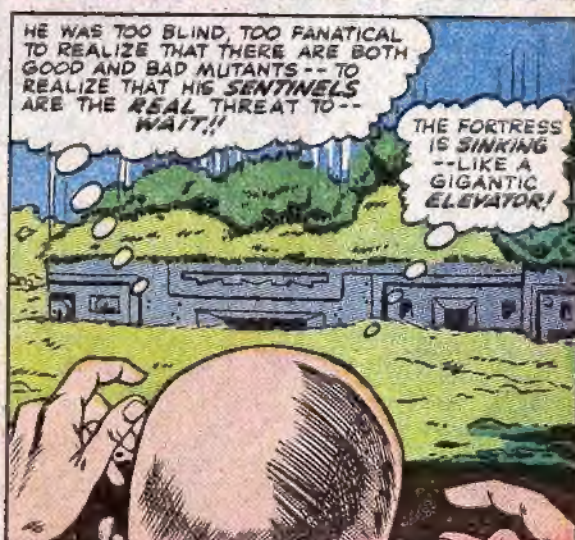
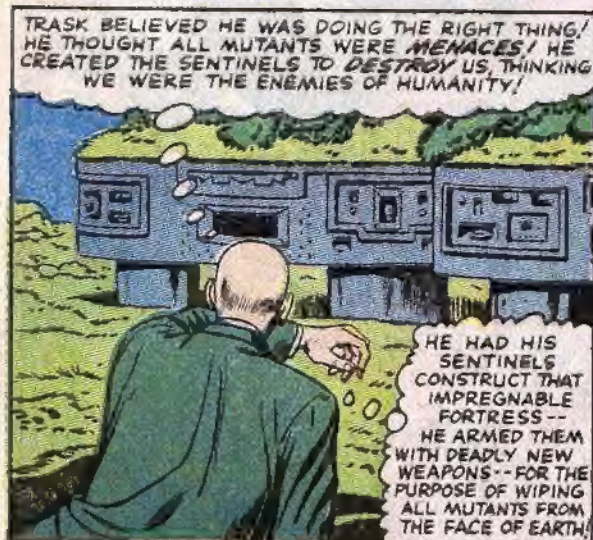
IN WHICH A LIFE IS LOST...
--A BATTLE WON!



THERE MAY BE A
BETTER CREATIVE
TEAM SOMEWHERE...
BUT WE'VE NEVER
FOUND 'EM!!

STORY: STAN LEE
PENCILLING: JAY
DICK AYERS

LAYOUTS: JACK KIRBY
GAVIN DELINEATION:
LETTERING: ART SIMEX



DESPERATELY, PAINFULLY, DISREGARDING THE AGONY OF HIS INJURED BODY, THE CRIPPLED MUTANT TIRELESSLY CRAWLS INCH AFTER INCH, UNTIL HE REACHES...

THE HIGHWAY--
AT LAST! NOW
TO STOP THE
FIRST PASSING
CAR--!

A BASIC
TELEPATHIC
COMMAND
WILL DO THE
TRICK! NO
NORMAL
HUMAN CAN
RESIST!

SLOW
DOWN!
STOP ONE
HUNDRED
YARDS
AHEAD!

SECONDS LATER...

SURE IS
LUCKY WE
SAW YOU,
FELLA!
WHAT
HAPPENED?

NO TIME TO
EXPLAIN NOW!
YOU MUST
DRIVE ME TO
THE CITY!

SURE! WE'LL BE
GLAD TO!

THERE'S SOMETHING
ABOUT HIM-- IT
SEEMS TO FORCE
US TO OBEY!

KINDA
STRANGE THE
WAY WE
SLOWED DOWN
IN TIME!
ALMOST
LIKE WE
NEVER H'D
BE THERE!

MEANWHILE, BACK WITHIN THE NOW-HIDDEN FORTRESS, WE FIND...

NOW WHAT HAVE
THEY DONE TO US??
IT'S HARD TO MOVE
IN HERE-- LIKE MY
MUSCLES ARE MADE
OF LEAD!

YOU'RE RIGHT!
SOMETHING IS
PRESSING US DOWN--
SAPPING OUR
STRENGTH!

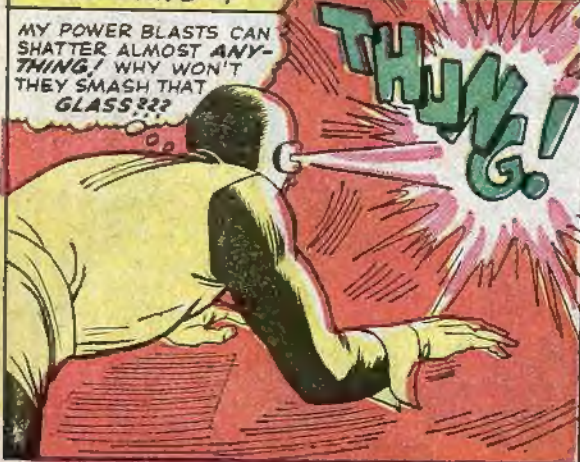
I CAN'T EVEN
FLY TO THE TOP--
MY WINGS CAN
HARDLY FLAP
IN HERE!

THERE'S ONLY
ONE ANSWER--
THEY'VE FOUND
A WAY TO INCREASE
THE WEIGHT OF
GRAVITY WITHIN
THE GLOBE! AND
THERE'S NO WAY
FOR US TO FIGHT
IT!

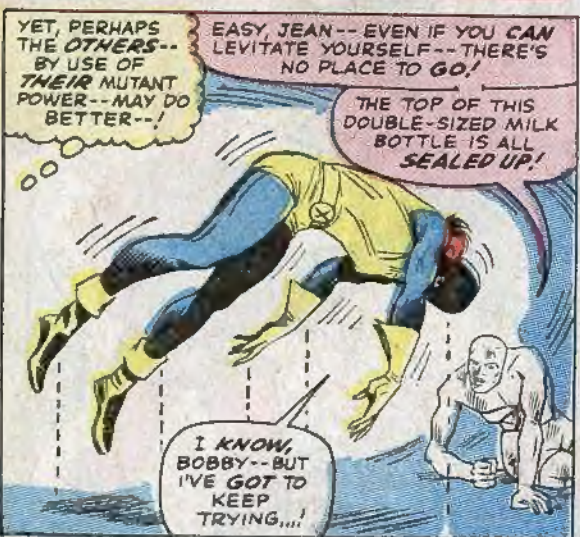
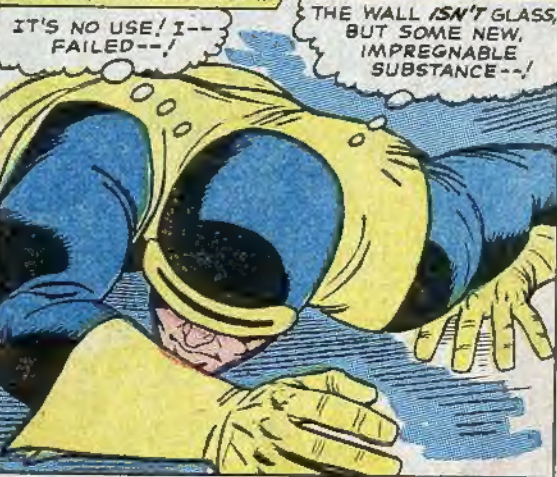
BUT, THE BIG
QUESTION IS--WHERE
ARE THEY TAKING US
TO NOW--AND WHY?



BUT, INSIDE THE SEEMINGLY ESCAPE-PROOF PRISON, THE "MERE HUMANS" WITHIN ARE DETERMINED THAT IF THEY MUST BE DEFEATED, THEY'LL GO DOWN **FIGHTING--!**

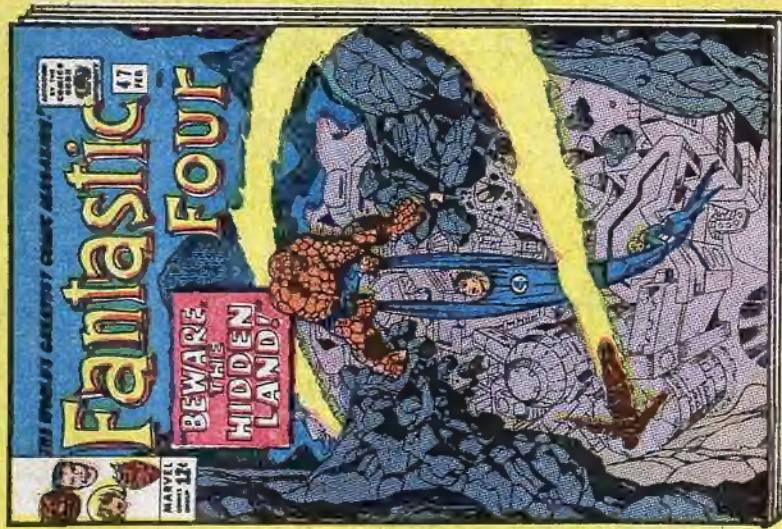


FOR LONG, ANGUISHED MINUTES, THE DEDICATED DEPUTY LEADER UNLEASHES HIS AWESOME POWER, UNTIL AT LAST...



CONTINUED AFTER NEXT PAGE

MORE TRIUMPHS FOR MARVEL...!



NOW ON SALE

TREASURE CHEST OF FUN



BUILD A BODY OF STEEL

Start Seeing Results in Just 30 Days

Pocket gym will develop your chest, biceps, triceps, neck, back, shoulder, stomach, and legs. In just 30 days, you'll begin to earn the respect of all your friends—the admiration of all the girls. You'll keep fit, healthy, and fear no one! Compactly made of heavy elastic rubber.

No. 001

Only \$1.00



THROW YOUR VOICE

Your chance to be a ventriloquist. Throw your voice into trunks, behind doors, and everywhere. Instrument fits in your mouth and out of sight. Fool teacher, friends, family. Free book on "How to Become a Ventriloquist."

No. 2137

20¢



ATOMIC LAMP

Mysterious! Eerie! This light bulb actually lights up in your hand! No wires! No electricity! But only you know the secret.

No. 455

\$1.25



WHOLE CUSHION

Place it on a chair under a cushion, then watch the fun when someone sits down! It gives forth embarrassing noises, made at school, and inflexible. A scream at parties and gatherings.

No. 247

50¢



MINIATURE SECRET CAMERA

Precision camera so small, it fits in cigarette pack. Weighs 2 1/2 ounces and takes 10 pictures per roll. Precision ground lens and time exposure shutter. Can be hidden anywhere. Complete with free roll of film.

No. 755

\$1.00

6 Rolls Film 75¢

Monster-Size MONSTERS

A full 6 feet tall in authentic full color and so very life-like you'll probably find yourself talking to them. We have those two all-time favorites—spine-chilling Frankenstein, and the mad vampire Dracula.

No. F17

\$1.00



JOY BUZZER

The most popular joke novelty in years! Wind up and wear it like a ring. When you shake hands, it almost raises the victim off his feet with a "shocking sensation." Absolutely harmless.

No. 339

Only 50¢

SNOWMATCH

SNOWY MATCHES

When someone asks you for a match, offer him one of these. Instead of a flame, he's got a regular snowstorm.

No. 352

30¢



JACK POT BANK

A Dime-operating Jack Pot Bank that works just like the one armed bandit in Las Vegas. Just deposit the dime and spin the handle. Reels spin and look like the real stuff. Dimes are removable. This game should not be used for gambling purposes, only for fun.

No. 2000

\$1.95

X-RAY SPECS

An Hilarious Optical Illusion \$1.00

Scientific optical principle really works. Imagine—you put on the "X-Ray" Specs and hold your hand in front of you. You seem to be able to look right through the flesh and see the bones underneath. Look at your friend, is that really his body you "see" under his clothes? Loads of laughs and fun at parties.

No. FL7

\$1.00



YOU, TOO, CAN BE TOUGH

Master Jiu Jitsu and you'll win any fight. This book gives all the grips, blocks, etc. which are so effective in counter-attack. FREE book on how to perform strong man stunts also included.

No. 224

\$1.00



FINGER CHOPPER

Chop a cigarette in two in either hole. Put finger in top hole and cigarette in lower. The cigarette is cut, but your finger is unharmed. Full instructions.

No. 322

\$1

SURPRISE PACKAGE

Are you willing to take a chance? We won't tell you what you get, but because you're willing to gamble, we'll give you more than your money's worth.

No. 678

Only 50¢



Pen Size—Clips On Your Pocket-S-Power Magnifier

This exciting new 5-power wide field magnifier is cleverly concealed in a pen-sized pocket scope that lets you "peek" to your hearts content. So handy for Sporting Events, Counter-spying, and Girl Watching. Also contains a 30-power full microscope to thrill any naturalist. Not a toy, but a real instrument. Full money back guarantee if not delighted. Only \$2.99.

Item No. F55

\$2.99

Secret Spy Scope



8mm

MOTION PICTURE PROJECTOR with Automatic Rewind

Now enjoy color or black and white movies right in your own home. This precision-engineered projector is sturdily-built of steel with two-tone baked enamel finish. It has an adjustable fine-focus lens system and automatic rewind. It can be used with home movies or standard 8mm commercial films. Operates on standard flashlight "D" batteries (batteries not included).

Item No. 401

\$9.95

We cannot ship orders under \$1.00

HONOR HOUSE PRODUCTS CORP., Dept. 776K12

Rush me the items listed below. If I am not satisfied I may return any part of my purchase after 10 days free trial for full refund of the purchase price.

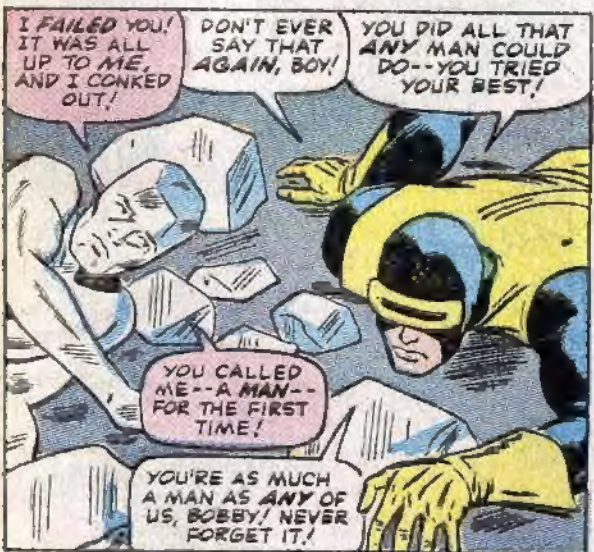
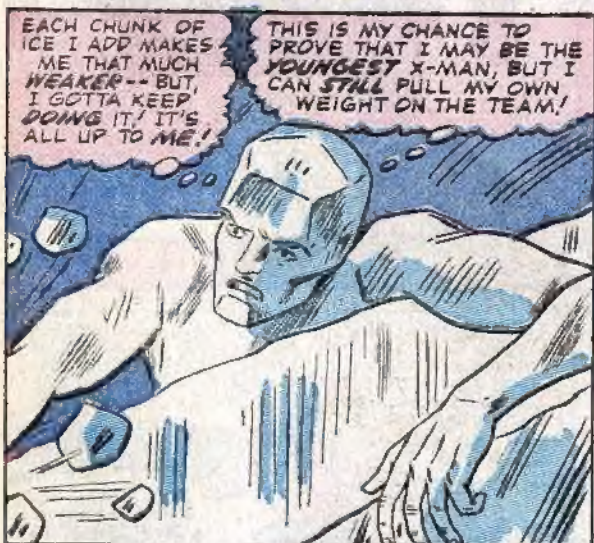
ITEM #	NAME OF ITEM	HOW MANY	TOTAL PRICE

Add 15¢ for postage and handling on all orders.

- ☐ I enclose in full payment. The Honor House Products Corp. will pay postage.
- ☐ Send C.O.D. I will pay postman on delivery plus a few cents postage.

NAME _____

ADDRESS _____



AT THAT MOMENT, IN ANOTHER CHAMBER OF THE VAST FORTRESS, THE AWESOME MASTER MOLD CONCLUDES HIS EXAMINATION OF THE UNCONSCIOUS BEAST...

I NEED LEARN NO MORE ABOUT HIM! I REALIZE NOW THAT THE X-MEN DO NOT POSSESS THE POWER TO HARM US!

WAIT! WHAT DO YOU PLAN TO DO WITH HIM...?

HE SHALL BE IMPRISONED WITH THE OTHER CAPTIVE MUTANTS, AS THE MASTER MOLD HAS COMMANDED!

THEN, AT MY PLEASURE, THEY WILL ALL BE DESTROYED! FOR THAT IS THE PURPOSE YOU YOURSELF HAVE PROGRAMMED INTO OUR COMPUTERIZED BRAINS!

NO! NO! I WAS **WRONG**! I REALIZE THAT NOW! THEY AREN'T MENACES TO MANKIND-- IT'S YOU WHO ARE! THEY MUSTN'T BE HARMED--!

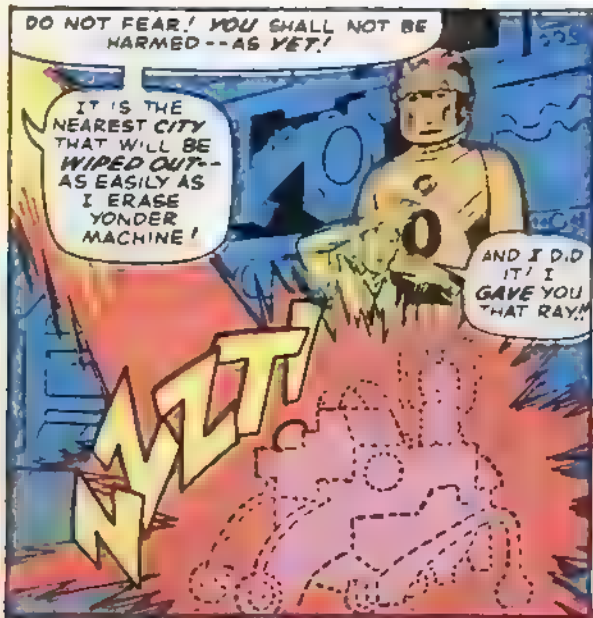
SILENCE! THOUGH YOU **CREATED** US, YOU ARE MERELY A HUMAN! YOU TOO MUST OBEY!

WHILE I HAVE THE **POWER**, IT IS YOU WHO HAVE THE **KNOWLEDGE** TO CREATE A VAST ARMY OF SENTINELS FOR ME-- AND YOU SHALL **DO SO**!

NO! IT WOULD MEAN BETRAYING MY FELLOW MEN! YOU AND YOUR SENTINELS WOULD ENSLAVE ALL OF EARTH!

YOU HAVE NO **CHOICE**! HAVE YOU FORGOTTEN MY **POWER**? IF SO, BEHOLD THIS SIMPLE **DEMONSTRATION**!

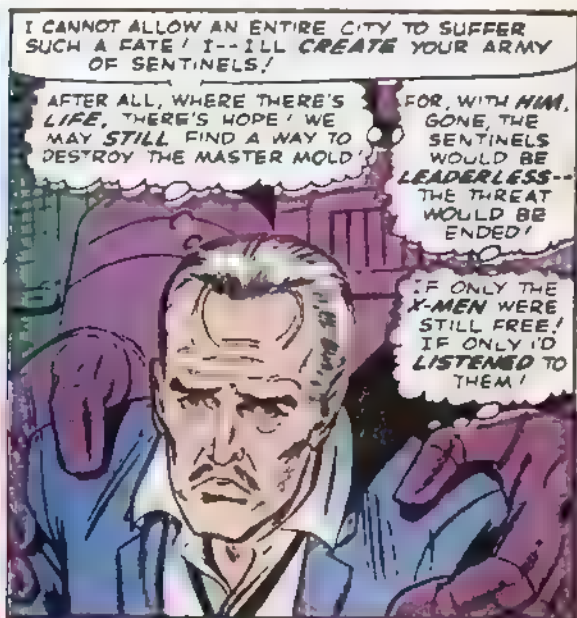
YOUR **DISINTEGRATOR BEAM**!! DON'T DO IT-- DON'T!



DO NOT FEAR! YOU SHALL NOT BE HARMED--AS YET!

IT IS THE NEAREST CITY THAT WILL BE WIPE OUT--AS EASILY AS I ERASE YONDER MACHINE!

AND I DID IT! I GAVE YOU THAT RAY!

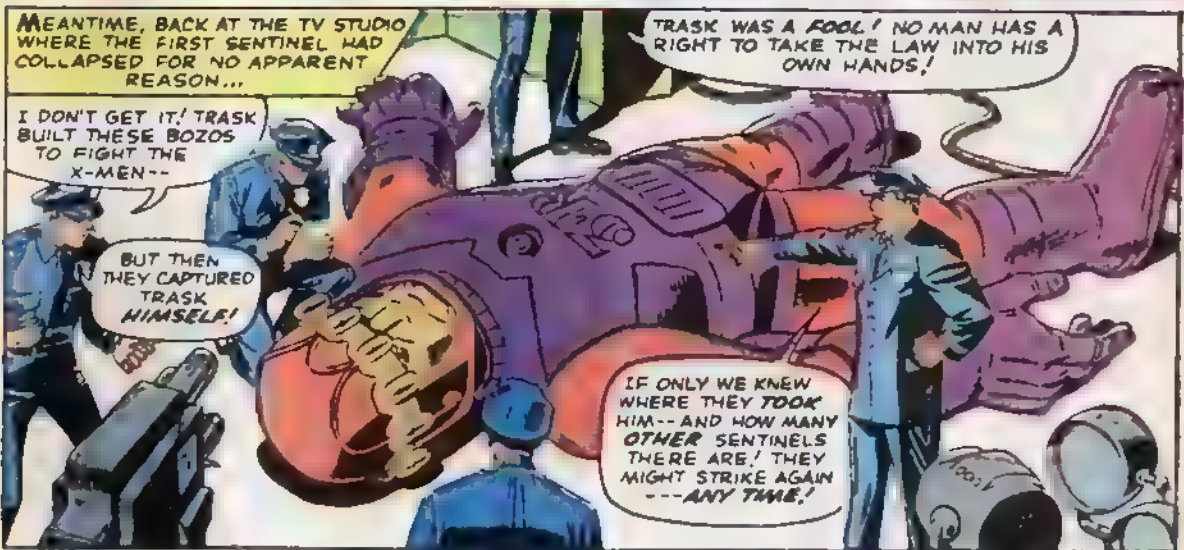


I CANNOT ALLOW AN ENTIRE CITY TO SUFFER SUCH A FATE! I--ILL CREATE YOUR ARMY OF SENTINELS!

AFTER ALL, WHERE THERE'S LIFE, THERE'S HOPE! WE MAY STILL FIND A WAY TO DESTROY THE MASTER MOLD!

FOR, WITH HIM, GONE, THE SENTINELS WOULD BE LEADERLESS--THE THREAT WOULD BE ENDED!

IF ONLY THE X-MEN WERE STILL FREE! IF ONLY I'D LISTENED TO THEM!



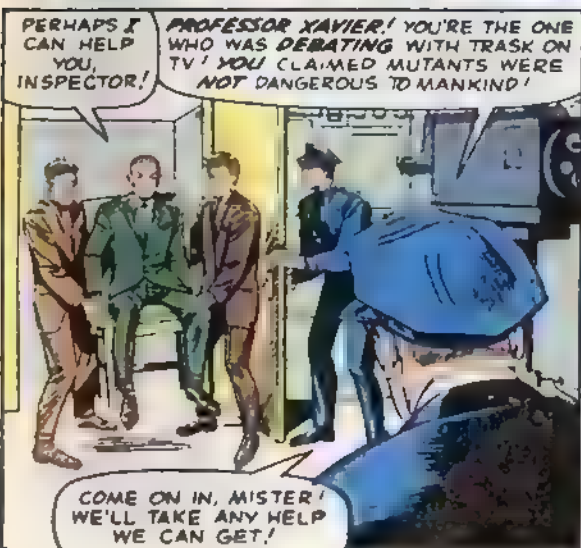
MEANTIME, BACK AT THE TV STUDIO WHERE THE FIRST SENTINEL HAD COLLAPSED FOR NO APPARENT REASON...

I DON'T GET IT! TRASK BUILT THESE BOZOS TO FIGHT THE X-MEN--

BUT THEN THEY CAPTURED TRASK HIMSELF!

TRASK WAS A FOOL! NO MAN HAS A RIGHT TO TAKE THE LAW INTO HIS OWN HANDS!

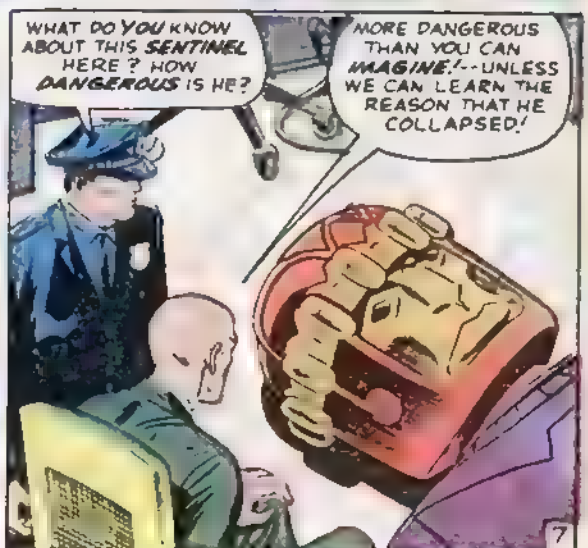
IF ONLY WE KNEW WHERE THEY TOOK HIM--AND HOW MANY OTHER SENTINELS THERE ARE! THEY MIGHT STRIKE AGAIN--ANY TIME!



PERHAPS I CAN HELP YOU, INSPECTOR!

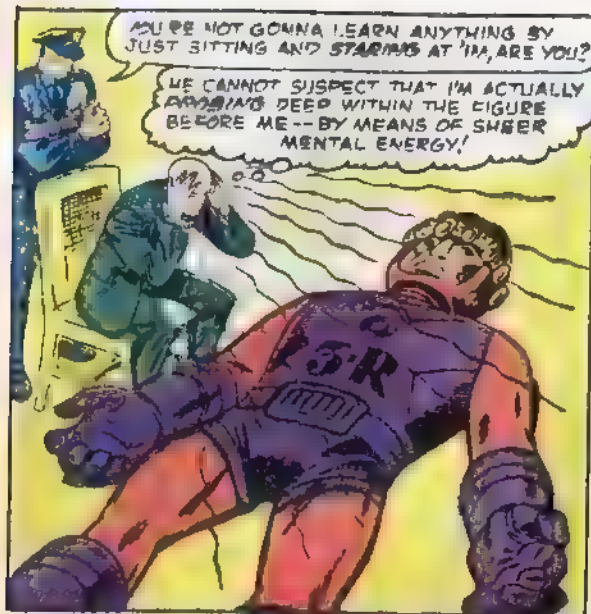
PROFESSOR XAVIER! YOU'RE THE ONE WHO WAS DEBATING WITH TRASK ON TV! YOU CLAIMED MUTANTS WERE NOT DANGEROUS TO MANKIND!

COME ON IN, MISTER! WE'LL TAKE ANY HELP WE CAN GET!



WHAT DO YOU KNOW ABOUT THIS SENTINEL HERE? HOW DANGEROUS IS HE?

MORE DANGEROUS THAN YOU CAN IMAGINE!--UNLESS WE CAN LEARN THE REASON THAT HE COLLAPSED!



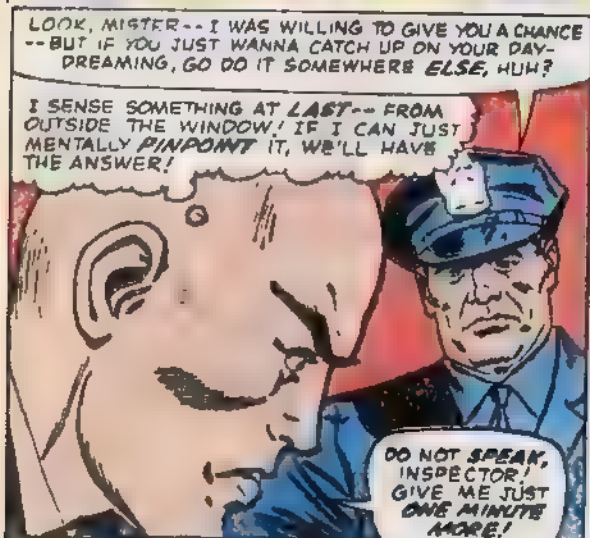
YOU'RE NOT GONNA LEARN ANYTHING BY JUST SITTING AND STARING AT HIM, ARE YOU?

WE CANNOT SUSPECT THAT I'M ACTUALLY PROBING DEEP WITHIN THE FIGURE BEFORE ME-- BY MEANS OF SHEER MENTAL ENERGY!



HE'S BUILT LIKE A SIGANTIC TV SET! HE WILL NOT RECEIVE A PICTURE PROPERLY IF THERE IS INTERFERENCE! SOMETHING HAS INTERFERED WITH HIM!

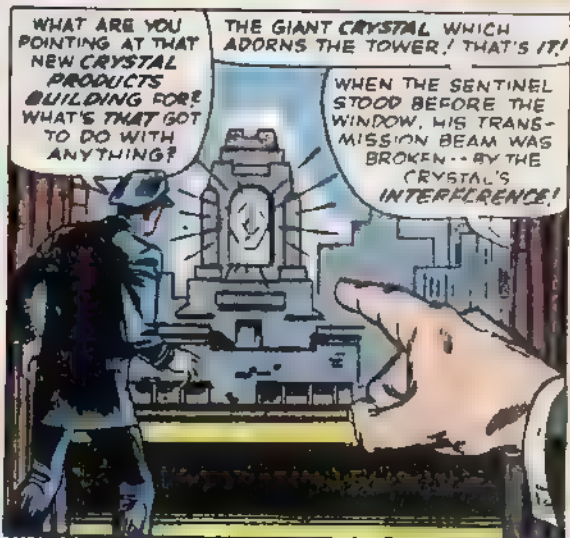
IF I COULD ONLY LEARN WHAT THAT SOMETHING IS!



LOOK, MISTER-- I WAS WILLING TO GIVE YOU A CHANCE -- BUT IF YOU JUST WANNA CATCH UP ON YOUR DAY-DREAMING, GO DO IT SOMEWHERE ELSE, HUH?

I SENSE SOMETHING AT LAST-- FROM OUTSIDE THE WINDOW! IF I CAN JUST MENTALLY PINPOINT IT, WE'LL HAVE THE ANSWER!

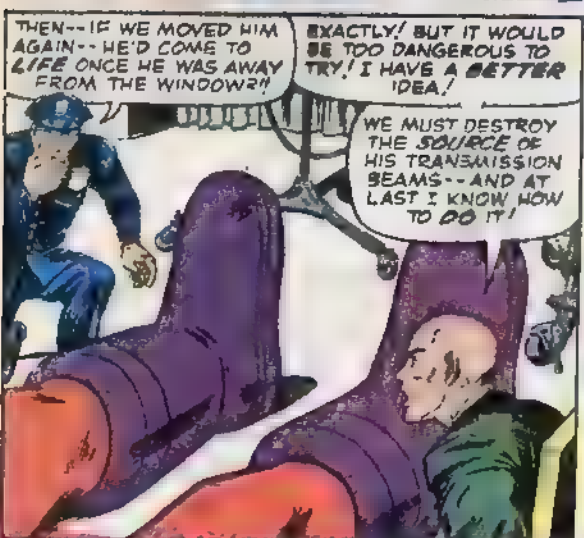
DO NOT SPEAK, INSPECTOR! GIVE ME JUST ONE MINUTE MORE!



WHAT ARE YOU POINTING AT THAT NEW CRYSTAL PRODUCTS BUILDING FOR? WHAT'S THAT GOT TO DO WITH ANYTHING?

THE GIANT CRYSTAL WHICH ADORNS THE TOWER! THAT'S IT!

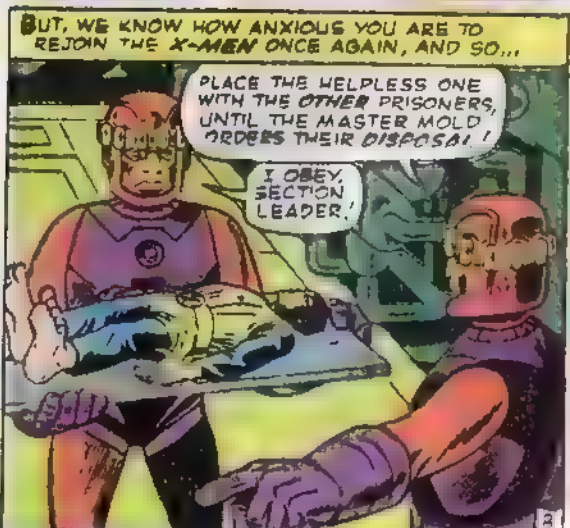
WHEN THE SENTINEL STOOD BEFORE THE WINDOW, HIS TRANSMISSION BEAM WAS BROKEN-- BY THE CRYSTAL'S INTERFERENCE!



THEN-- IF WE MOVED HIM AGAIN-- HE'D COME TO LIFE ONCE HE WAS AWAY FROM THE WINDOW!!

EXACTLY! BUT IT WOULD BE TOO DANGEROUS TO TRY! I HAVE A BETTER IDEA!

WE MUST DESTROY THE SOURCE OF HIS TRANSMISSION BEAMS-- AND AT LAST I KNOW HOW TO DO IT!



BUT, WE KNOW HOW ANXIOUS YOU ARE TO REJOIN THE X-MEN ONCE AGAIN, AND SO...

PLACE THE HELPLESS ONE WITH THE OTHER PRISONERS, UNTIL THE MASTER MOLD ORDERS THEIR DISPOSAL!

I OBEY, SECTION LEADER!

CONTINUED AFTER NEXT PAGE



MONSTER

**S-I-Z-E
MONSTERS**

Just imagine your friends' shock when they walk into your room and see the "visitor" standing around . . . as BIG as life. Frankenstein and Dracula - as awful and sinister as any wild dream. . . . A full 6 feet tall in chilling full color on durable 80-pound stock and so life-like you'll probably find yourself talking to them. Won't you be surprised if they answer? Just send \$1 plus 25¢ in cover postage and handling for each monster you want. Money back if not satisfactorily horned.

**FULL 6 FT.
TALL
IN AUTHENTIC COLOR
ONLY
\$1.00**

10-DAY FREE TRIAL

Honor House Prod. Corp.
Dept. 77MS12 Lynbrook, N. Y.
Ask me my 4th 10 monsters. Send me
1 Frankenstein. Price \$1.00 plus 25¢
for postage and handling for each. I
delight in returning my purchase within 10
days and you will refund the full purchase
price.

Name _____
Address _____

HYPNO-COIN

**NEW - POCKET SIZE INVENTION
HELPS HYPNOTIZE IN MINUTES
IT MUST WORK FOR YOU OR MONEY BACK!**

Hold the HYPNO-COIN in front of the person you want to hypnotize. Then, gently vibrate the plastic lens. This sets the hypnotic pattern into a whirling motion. A motion that is so fascinating, it captures and rivets your subject's eyes to the "Hypno-Coin".

Now, proceed to give your hypnotic suggestions and commands. Get this amazing hypnotic aid complete with a FREE revealing booklet of secrets and instructions. It tells you what to say, and do, how to command and re-hypnotize with the snap of a finger, how to thrill and amaze them with hypnotic stunts, feats of strength and memory, etc. Get the COIN Booklet and large illustrated catalog for only \$1.00 ppd. Sent in a plain wrapper. Money back if not delighted! Sorry no C.O.D.s. Send to:

HYPNOTIC AIDS A-114 95 Madison Avenue - New York 16, N.Y.

HYPNOTIC AIDS SUPPLY CO. A-114
95 Madison Avenue - New York 16, N.Y.

Enclosed \$1.00 Send Hypno-Coin

Name _____
Address _____
City _____ State _____

\$1.00
ppd.

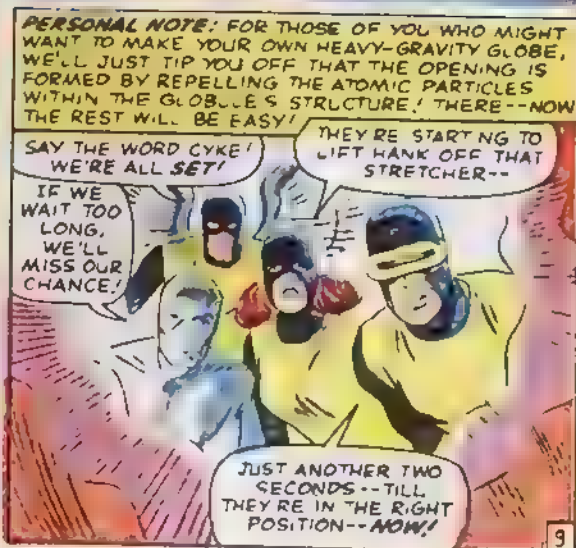
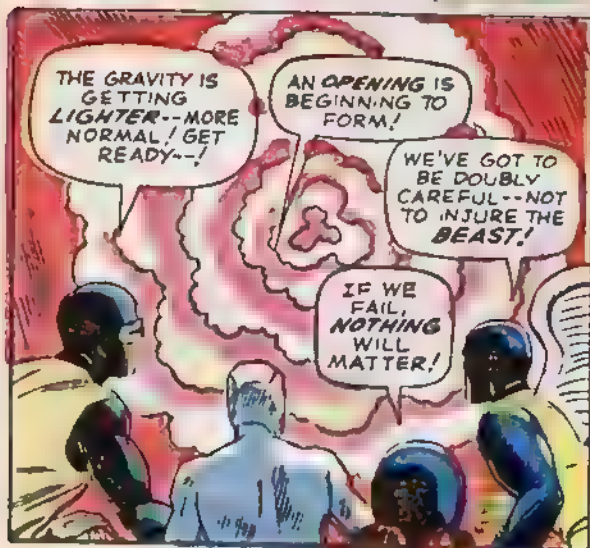
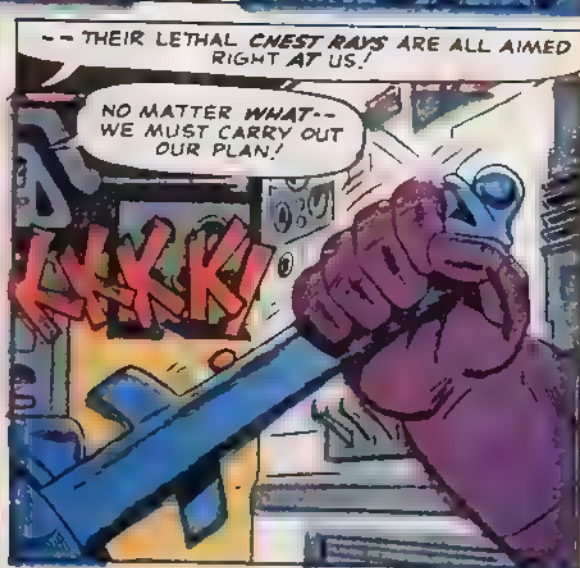
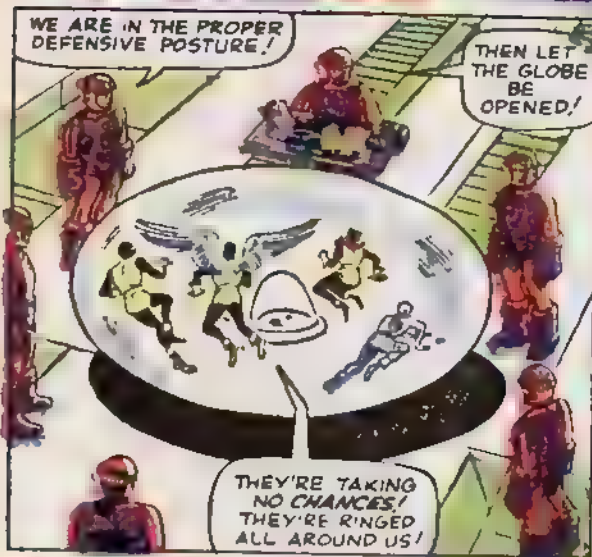
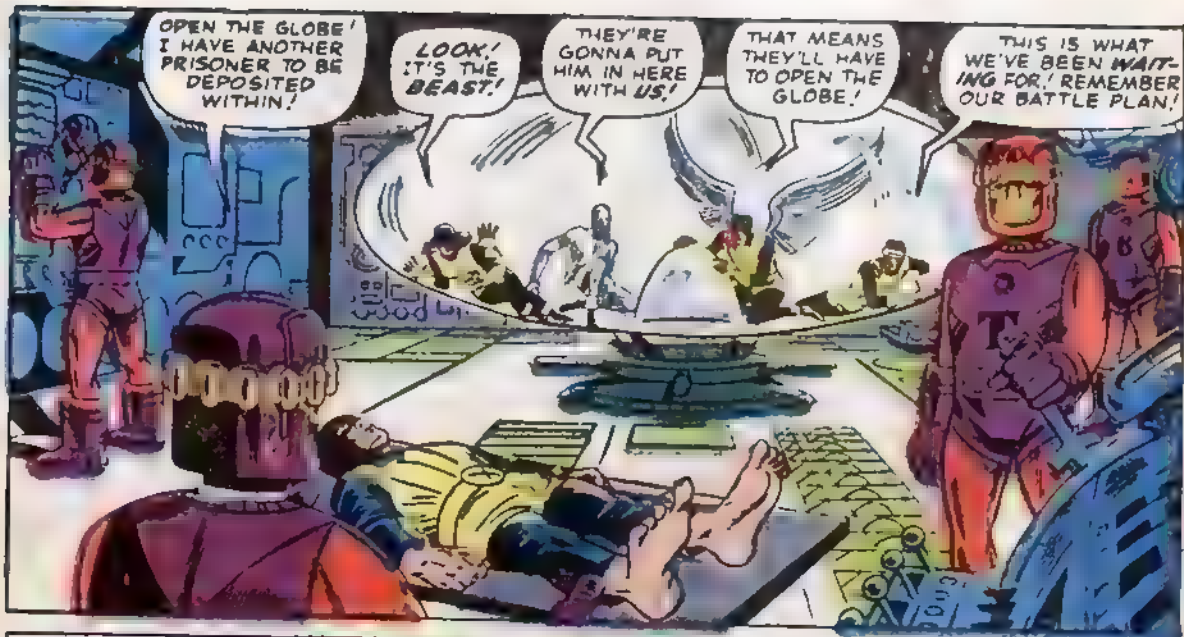
MAIL TODAY

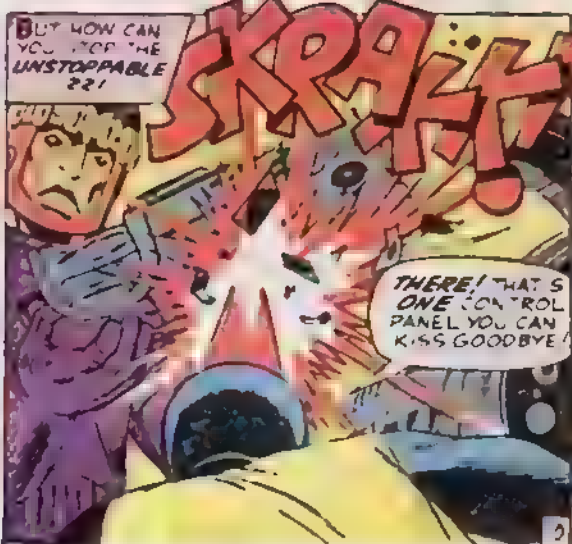
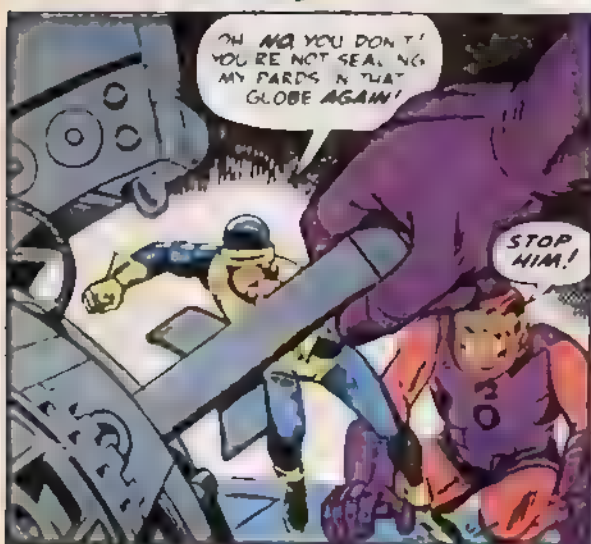
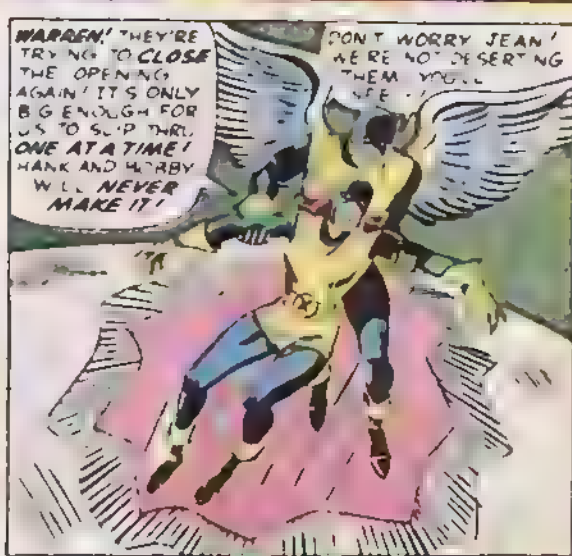
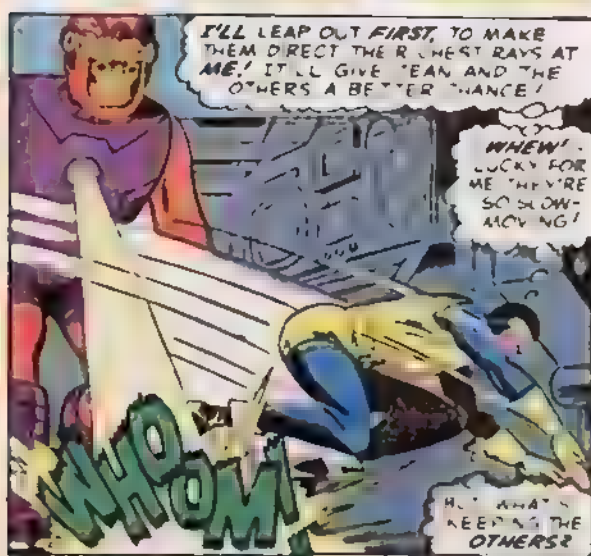
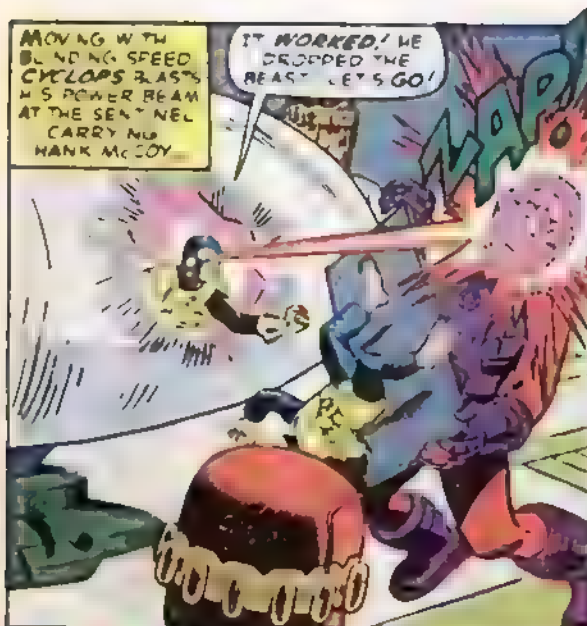
**THRILL AND
AMAZE THEM** at
parties and gatherings with fascinating hypnotic
feats of memory,
stunts, and exhibi-
tional!

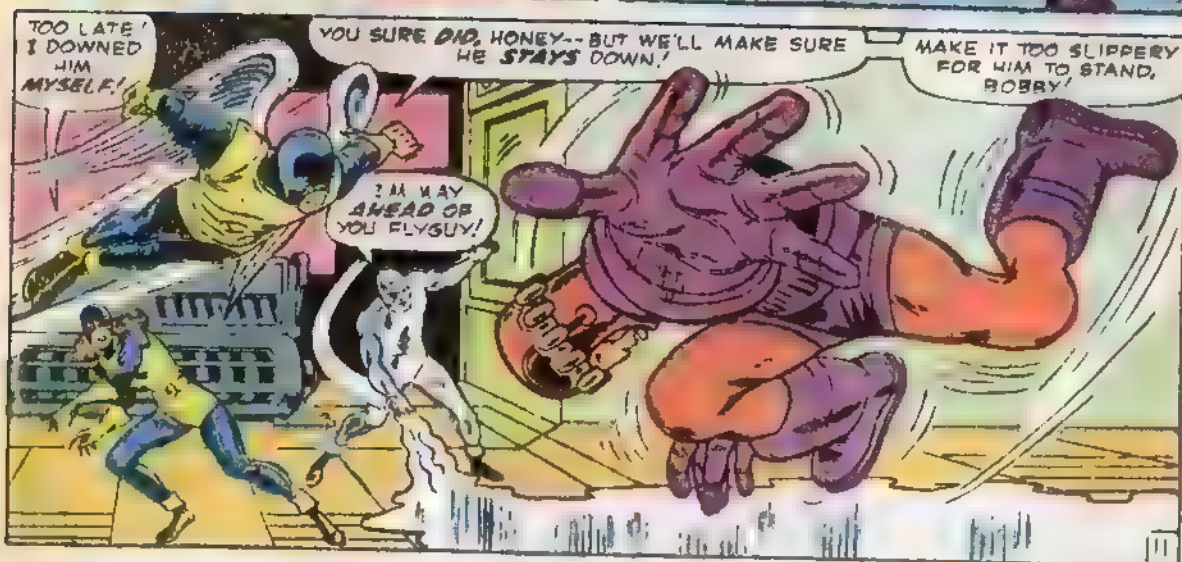
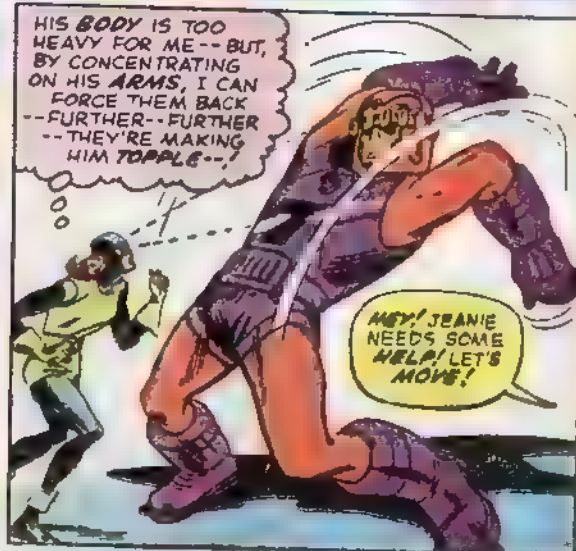
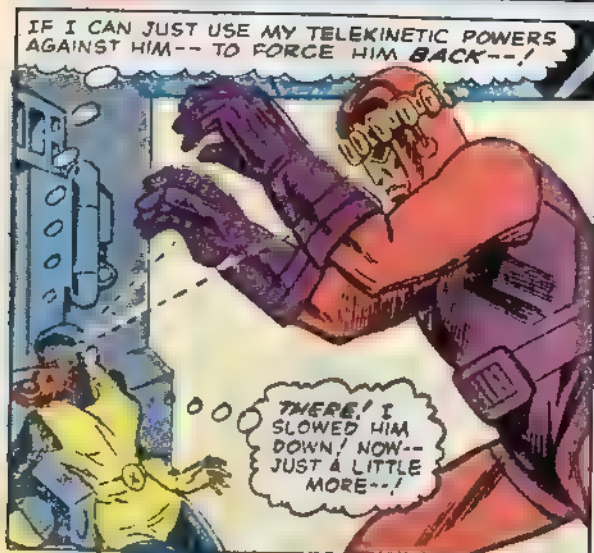
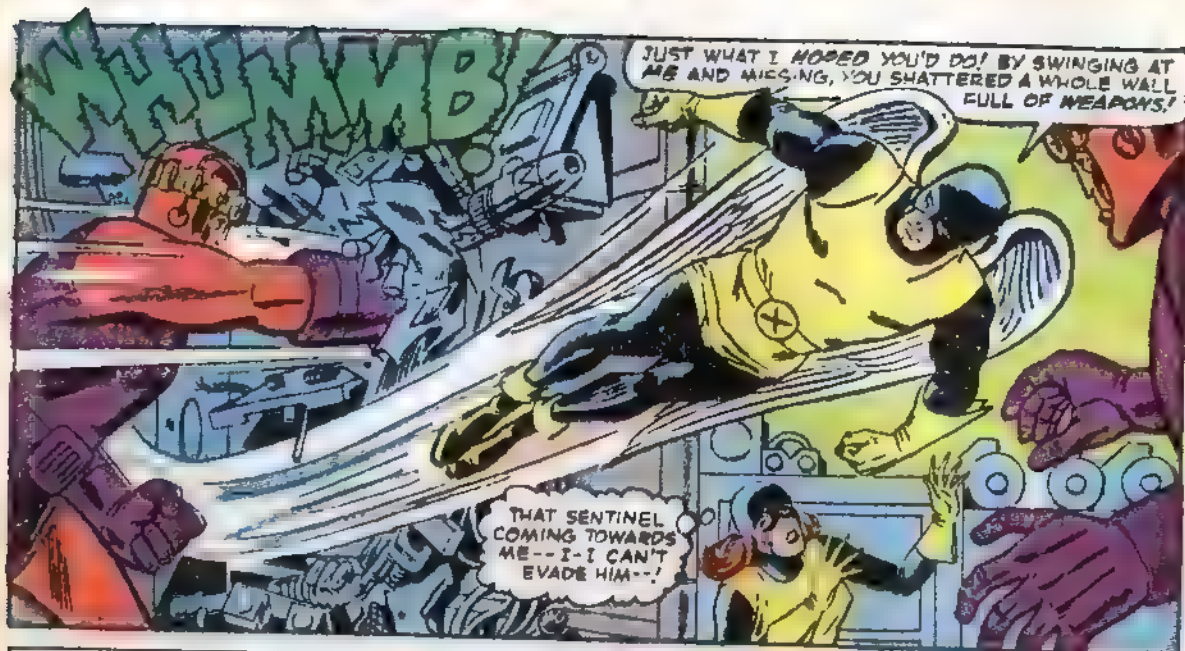
**BONUS
Free!**

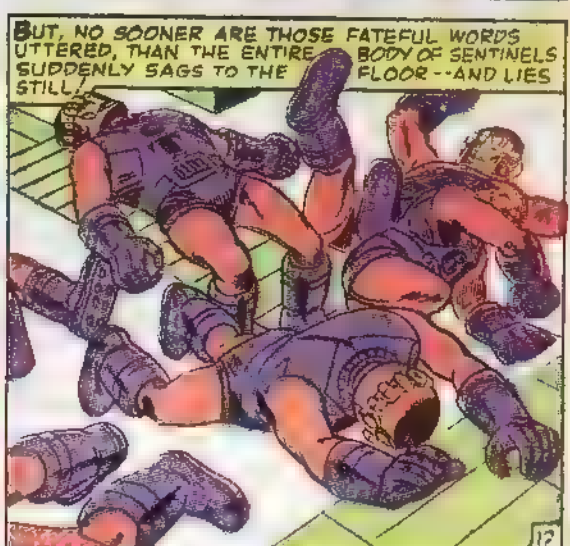
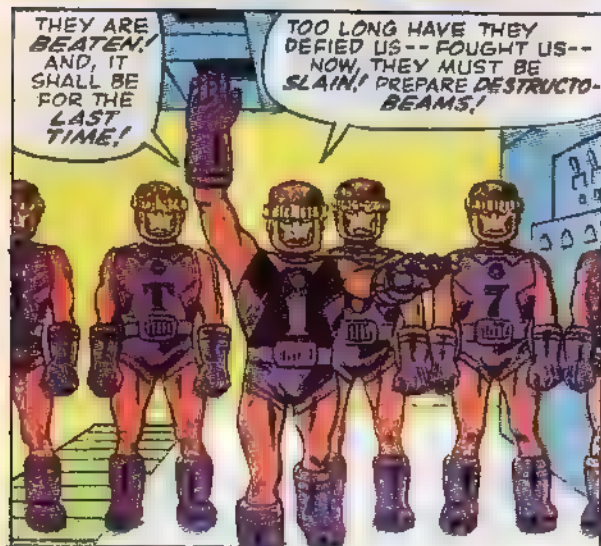
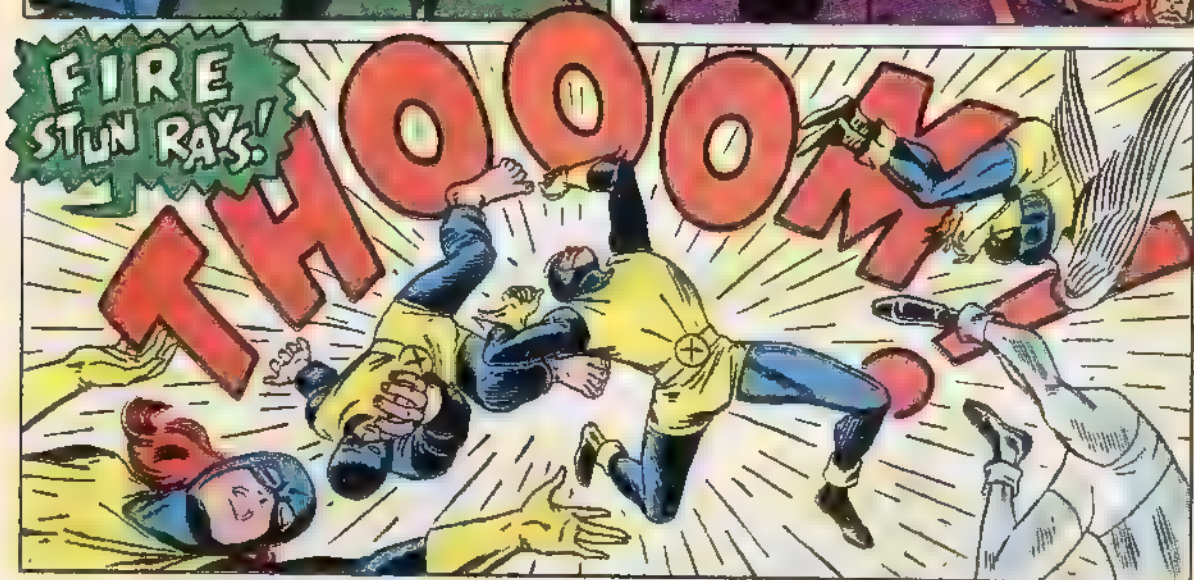
Booklet of revealing
secrets & instructions
and large illustrated
catalog with order!











AND, AT THAT MOMENT,
FLYING HIGH OVERHEAD,
WE SEE...

IF XAVIER'S THEORY
IS CORRECT, THIS GIANT
CRYSTAL, WHICH WE
TOOK FROM THE TOWER
OF THE BUILDING, WILL
CAUSE ALL THE SENTINELS
IN THE FORTRESS BELOW
TO COLLAPSE AND BE
RENDERED HARMLESS!

BUT HOW DO WE KNOW
WE'RE NOT JUST WASTIN'
OUR TIME? ALL I SEE
BELOW IS A PATCH OF
EMPTY COUNTRYSIDE!

YOU MAY REST ASSURED, GENTLEMEN, THE
FORTRESS IS HIDDEN BENEATH THE SITE BELOW!
CONTINUE TO MAINTAIN YOUR PRESENT FLYING
SPEED--

-- IT IS VITAL
THAT WE MAKE A STEADY,
COMPLETE SWEEP OF
THE AREA, TO BLANK
OUT EVERY
SENTINEL
BELOW!

WE ALL THOUGHT THAT
GUY WAS OFF HIS
ROCKER, TILL WE GOT
THE WORD FROM
WASHINGTON ITSELF TO
DO WHATEVER
HE SAID!

I WONDER WHAT MAKES
HIM SUCH A V.I.P.
ME, I NEVER HEARD
OF 'IM!

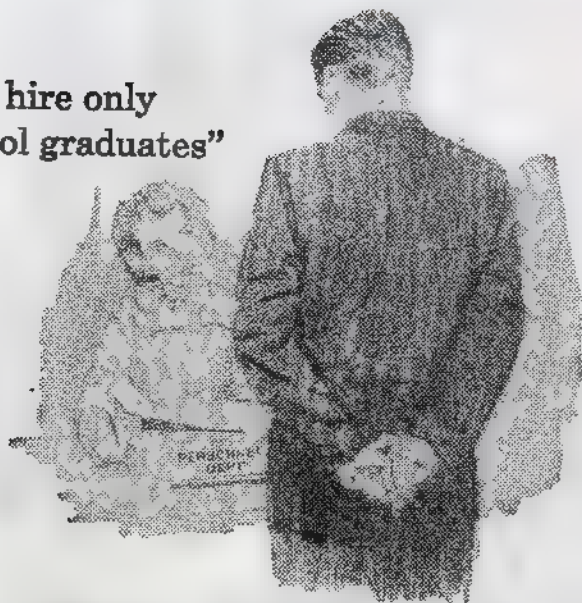
BUT, THE POLICE PILOT'S PUZZLED MUSINGS ARE
SOON RUDELY INTERRUPTED BY THE UNEXPECTED
SIGHT WHICH SUDDENLY GREET'S HIS EYES
BELOW...

LOOK! THERE IS
SOME KINDA
FORTRESS DOWN
THERE! IT'S
POPPING UP OUTTA
NOWHERE!

AND
THERE'S A
WEAPON
OF SOME
SORT
BEING
TRAINED
UPON US!

13
CONTINUED AFTER NEXT PAGE

"Sorry, we hire only
high school graduates"



NOW YOU CAN FINISH HIGH SCHOOL AT HOME

Win a diploma in your spare time...qualify for a better job

DON'T be held back from bigger pay and more opportunity just because you don't have a high school diploma. You can now finish high school at home—during your spare hours—without loss of a single day from your present job.

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If you are 17 or older and not now in school, send for the free illustrated booklet "How to Finish High School at Home." It contains important and surprising facts about the earnings and success opportunities of high school graduates. It will also give you full details of the Wayne High School Program and the courses it offers you. Mail the coupon now to Wayne, 417 South Dearborn, Chicago, Illinois 60605.



WAYNE SCHOOL

Dept 49-501 417 S Dearborn, Chicago, Illinois 60605

Please send me your free illustrated booklet "How to Finish High School at Home" which contains full information about high school study and opportunities for high school graduates.

Name Age.....

Address County

City & State Zone or Zip No.....

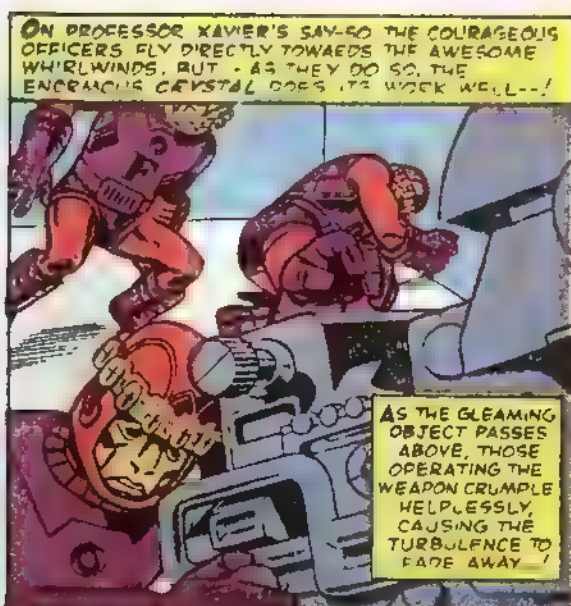
60R



IT'S CREATING A DEADLY
TURBULENCE IN THE AIR!
IF WE HIT IT, WE'LL CRASH!

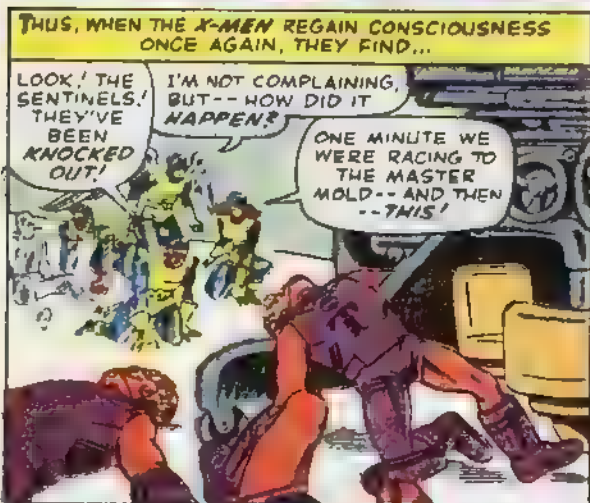
THEN WE'VE
GOT TO GO
BACK!

NO! CONTINUE
TO FLY! THERE
WILL BE NO
DANGER!



ON PROFESSOR XAVIER'S SAY-SO THE COURAGEOUS
OFFICERS FLY DIRECTLY TOWARDS THE AWESOME
WHIRLWINDS, BUT - AS THEY DO SO, THE
ENERGIC CRYSTAL DOES ITS WORK WELL--!

AS THE GLEAMING
OBJECT PASSES
ABOVE, THOSE
OPERATING THE
WEAPON CRUMPLE
HELPLESSLY,
CAUSING THE
TURBULENCE TO
FADE AWAY!

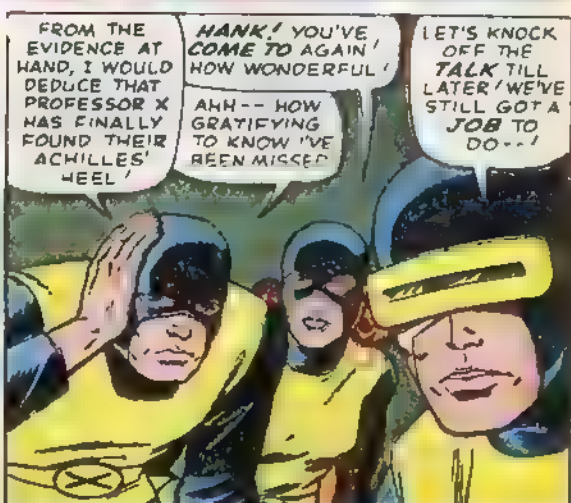


THIS, WHEN THE X-MEN REGAIN CONSCIOUSNESS
ONCE AGAIN, THEY FIND...

LOOK! THE
SENTINELS!
THEY'VE
BEEN
KNOCKED
OUT!

I'M NOT COMPLAINING,
BUT-- HOW DID IT
HAPPEN?

ONE MINUTE WE
WERE RACING TO
THE MASTER
MOLD-- AND THEN
--THIS!

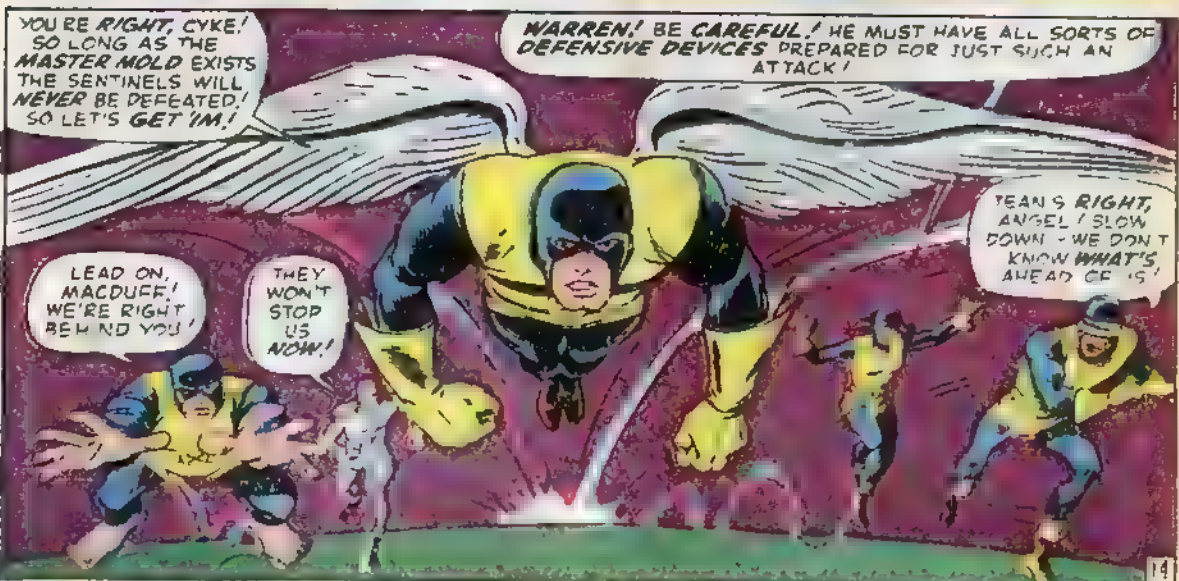


FROM THE
EVIDENCE AT
HAND, I WOULD
DEDUCE THAT
PROFESSOR X
HAS FINALLY
FOUND THEIR
ACHILLES'
HEEL!

HANK! YOU'VE
COME TO AGAIN!
HOW WONDERFUL!

AHH-- HOW
GRATIFYING
TO KNOW I'VE
BEEN MISSED!

LET'S KNOCK
OFF THE
TALK TILL
LATER! WE'VE
STILL GOT A
JOB TO
DO--!



YOU'RE RIGHT, CYKE!
SO LONG AS THE
MASTER MOLD EXISTS
THE SENTINELS WILL
NEVER BE DEFEATED!
SO LET'S GET 'IM!

WARREN! BE CAREFUL! WE MUST HAVE ALL SORTS OF
DEFENSIVE DEVICES PREPARED FOR JUST SUCH AN
ATTACK!

LEAD ON,
MACDUFF!
WE'RE RIGHT
BEHIND YOU!

THEY WON'T
STOP
US
NOW!

YEAH'S RIGHT,
ANGEL! SLOW
DOWN - WE DON'T
KNOW WHAT'S
AHEAD OF US!

THEN, AS IF TO ADD EMPHASIS TO THE X-MEN'S WORDS, THE LIGHTS SUDDENLY FLICKER OUT, PLUNGING THE ENTIRE AREA INTO DARKNESS...

CAN'T SEE WHERE I'M FLYING! GONNA CRASH INTO--- LINNHA'S

LISTEN TO THAT M/M-- LIKE A TREMENDOUS SURGE OF POWER! SOMETHING IS DRAINING ALL THE CURRENT, ALL THE BLOWING ALL THE FUSES--!

WHAT IS IT? WHAT CAN IT BE?

IT'S SOME SORT OF INCREDIBLY POWERFUL MACHINE! I CAN FEEL ITS TREMENDOUS ENERGY WITH MY FEET-- RIGHT THRU THE FLOOR!

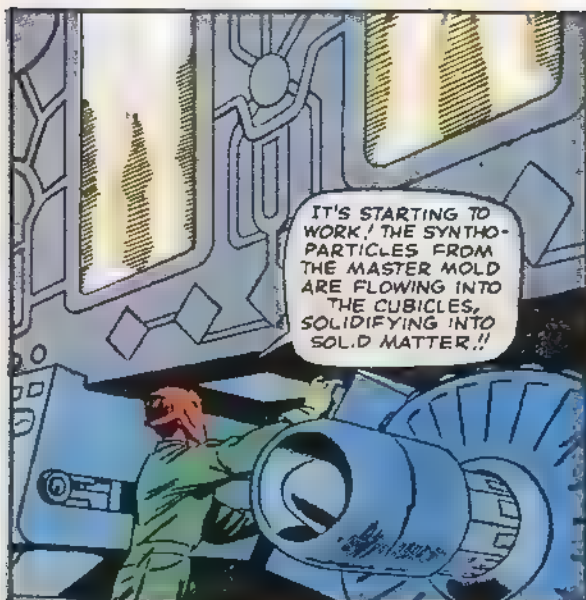
AND, THE BOOK-WORMISH BEAST IS RIGHT! FOR, JUST A SHORT DISTANCE AWAY, WE SEE...

I HAVE GIVEN YOU ALL THE POWER YOU WILL REQUIRE! NOW, LET THE PROCESS BEGIN! THIS NIGHT SHALL MARK THE END OF MAN'S DOMINATION OF THE PLANET EARTH!

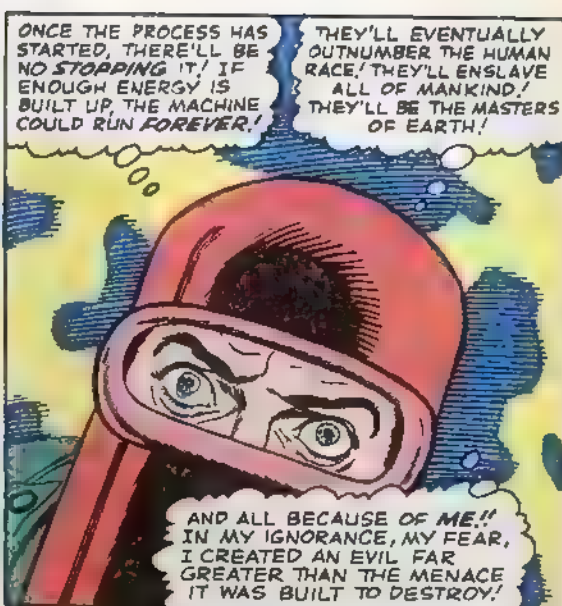
CREATE MY SENTINELS!
I SHALL OBSERVE YOUR EVERY MOVE!

FIRST, THERE SHALL BE EIGHT NEW SENTINELS-- THEN EIGHT MORE-- THEN, EIGHT MORE-- EACH NEW GROUP APPEARING FASTER AND FASTER-- UNTIL THEIR NUMBER MOUNTS SO QUICKLY THAT THEY BECOME VIRTUALLY UNCOUNTABLE!-- BEGIN!!

HEAVEN HELP ME! I DON'T WANT TO DO IT-- BUT I MUST! OTHERWISE, A CITY WILL BE DESTROYED!



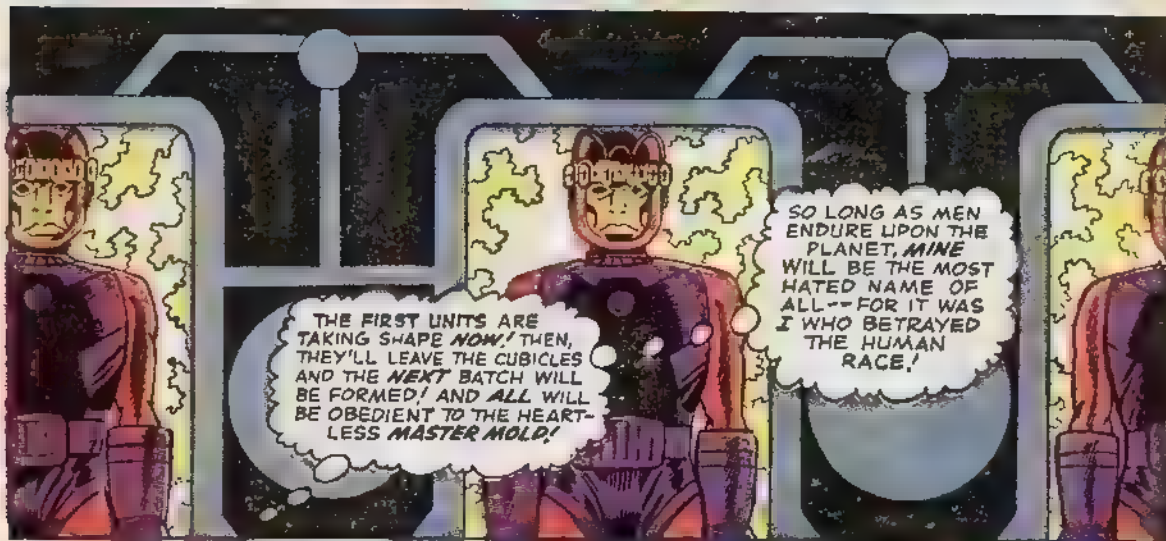
IT'S STARTING TO WORK! THE SYNTHO-PARTICLES FROM THE MASTER MOLD ARE FLOWING INTO THE CUBICLES, SOLIDIFYING INTO SOLID MATTER!!



ONCE THE PROCESS HAS STARTED, THERE'LL BE NO STOPPING IT! IF ENOUGH ENERGY IS BUILT UP, THE MACHINE COULD RUN FOREVER!

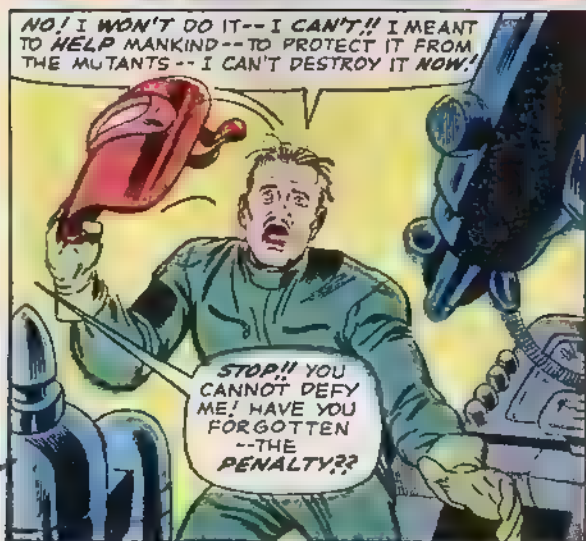
THEY'LL EVENTUALLY OUTNUMBER THE HUMAN RACE! THEY'LL ENSLAVE ALL OF MANKIND! THEY'LL BE THE MASTERS OF EARTH!

AND ALL BECAUSE OF ME!! IN MY IGNORANCE, MY FEAR, I CREATED AN EVIL FAR GREATER THAN THE MENACE IT WAS BUILT TO DESTROY!



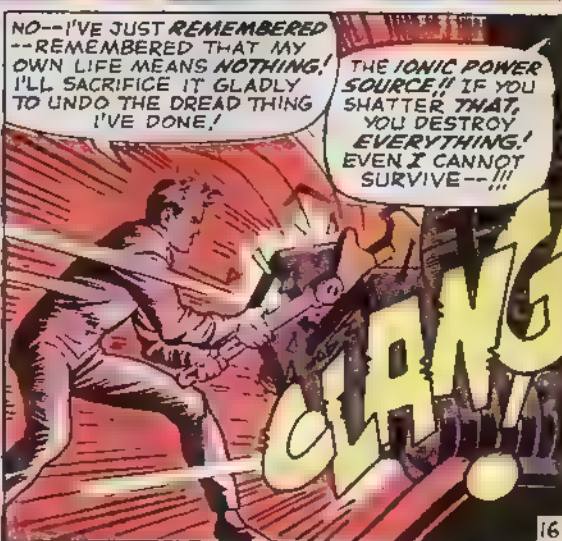
THE FIRST UNITS ARE TAKING SHAPE NOW! THEN, THEY'LL LEAVE THE CUBICLES AND THE NEXT BATCH WILL BE FORMED! AND ALL WILL BE OBEDIENT TO THE HEARTLESS MASTER MOLD!

SO LONG AS MEN ENDURE UPON THE PLANET, *MINE* WILL BE THE MOST HATED NAME OF ALL-- FOR IT WAS I WHO BETRAYED THE HUMAN RACE!



NO! I WON'T DO IT-- I CAN'T!! I MEANT TO HELP MANKIND-- TO PROTECT IT FROM THE MUTANTS-- I CAN'T DESTROY IT NOW!!

STOP!! YOU CANNOT DEFEY ME! HAVE YOU FORGOTTEN --THE PENALTY??



NO-- I'VE JUST REMEMBERED --REMEMBERED THAT MY OWN LIFE MEANS NOTHING! I'LL SACRIFICE IT GLADLY TO UNDO THE DREAD THING I'VE DONE!

THE IONIC POWER SOURCE!! IF YOU SHATTER THAT, YOU DESTROY EVERYTHING! EVEN I CANNOT SURVIVE--!!!

16
CONTINUED AFTER NEXT PAGE

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L. W. BROWN, Dept MG, Marion, Mich.

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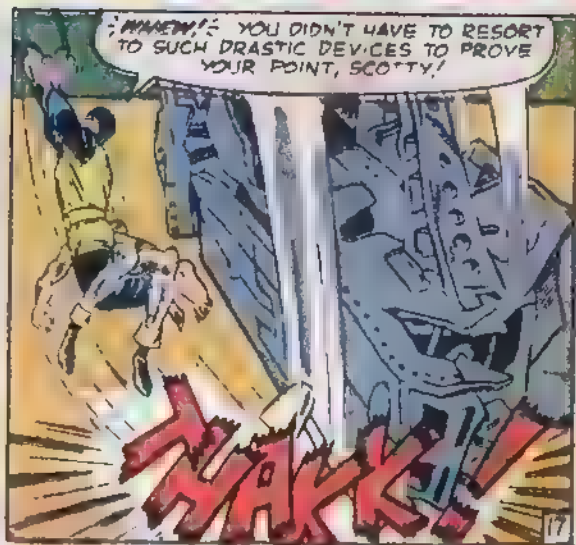
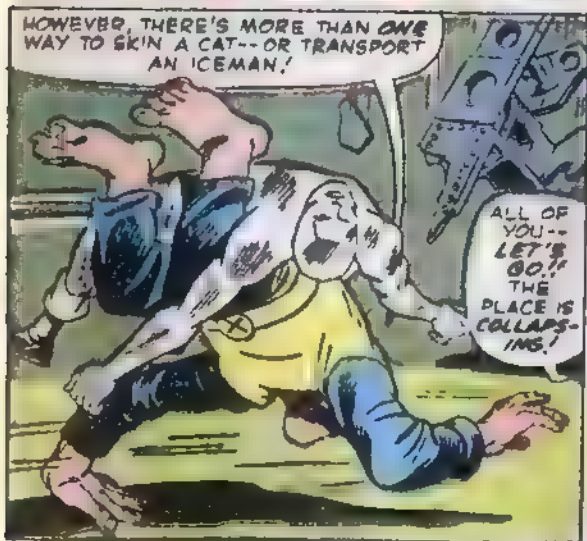
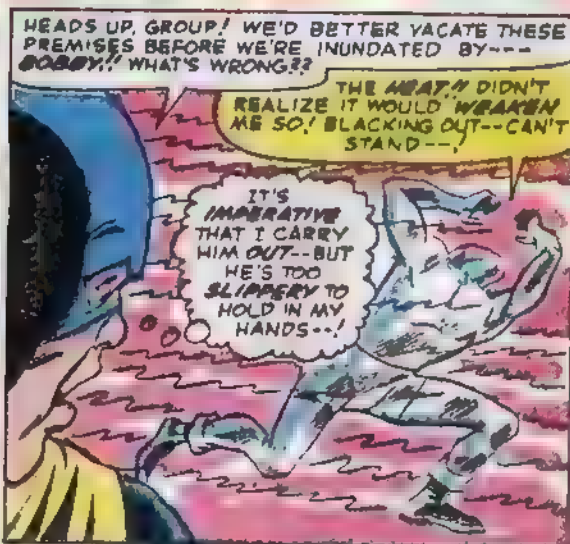
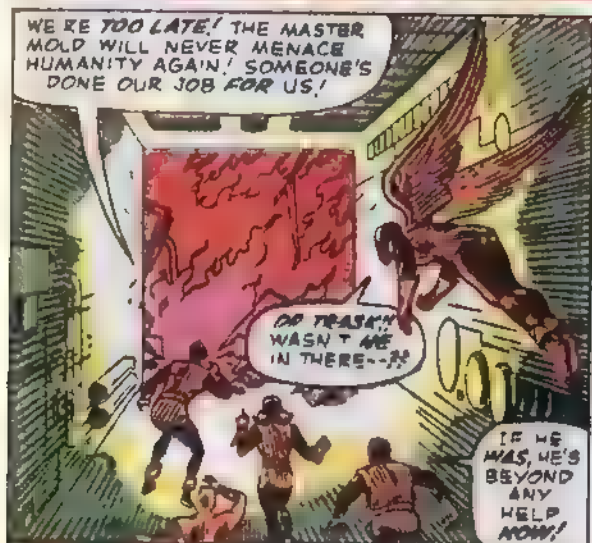
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BUT THEN, EVERYTHING SEEMS TO HAPPEN AT ONCE! EACH EXPLOSION CAUSES A BIGGER EXPLOSION-- EACH FIRE STARTS A BIGGER FIRE--AS THE DESPERATE X-MEN SUDDENLY REALIZE THEY'RE SURROUNDED BY IMPENDING DOOM!!

WE'RE TRAPPED! THE ENTIRE **FORTRESS** IS CAVING IN! IF THE FLAMES DON'T GET US, THE CAVE-IN WILL!

JEANIE-- STOP!! THERE'S A WALL OF FIRE DIRECTLY AHEAD OF YOU!

RUNNING IN PANIC WON'T HELP! WE'VE GOT TO WORK AS A TEAM!!

CYCLOPS IS RIGHT! ANGEL, YOU CAN FLY OVER THE FLAMES WHILE I USE TELEKINESIS TO LEVITATE SCOTT OVER THEM!

NO! THEN YOU'LL BE TRAPPED! I'LL WAIT HERE AND CARRY YOU OVER, AS SOON AS CYKE IS CLEAR!

ANGEL'S RIGHT! IT'S THE ONLY WAY! HURRY, JEAN! WE'VE GOT TO REJOIN HANK AND BOBBY!

THAT'S IT! BUT, BE CAREFUL! DON'T STRAIN YOURSELF!

EVEN WITH HIS OWN LIFE AT STAKE, HE WORRIES ABOUT ME! IS IT ANY WONDER I-- FEEL ABOUT HIM-- AS I DO--?!

HE'S SAFE! WE DID IT!

ANGEL-- CAREFUL! THE FLAMES ARE TOO HIGH! IF YOU FLAP YOUR WINGS, THEY'LL CATCH ON FIRE!

DON'T MOVE!! I'LL HELP YOU GLIDE OVER TELEKINETICALLY-- THERE--WE'RE DOING IT--!

THANKS, GAL! THAT WAS MIGHTY CLOSE! BUT, NOW THAT WE'RE HERE-- WHERE ARE WE??

WE'RE NO SAFER--NO BETTER OFF-- BUT, AT LEAST WE'RE TOGETHER!

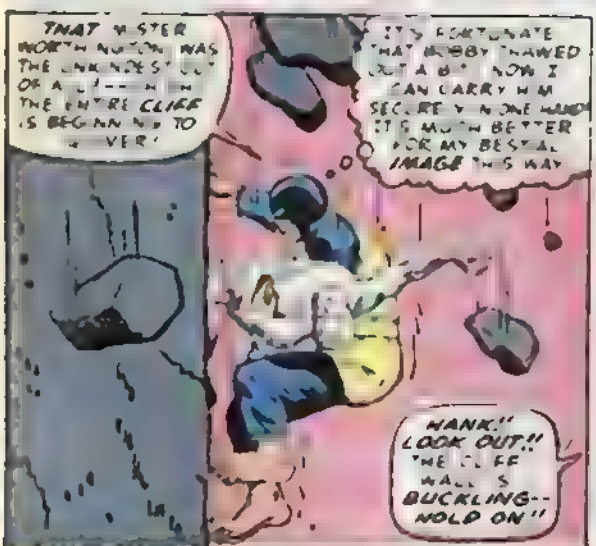
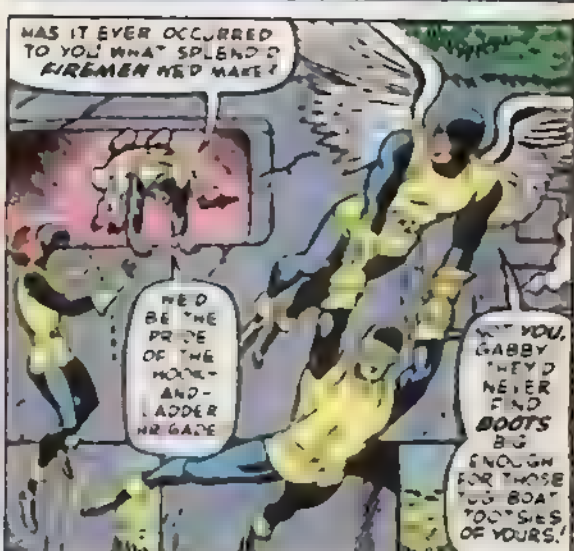
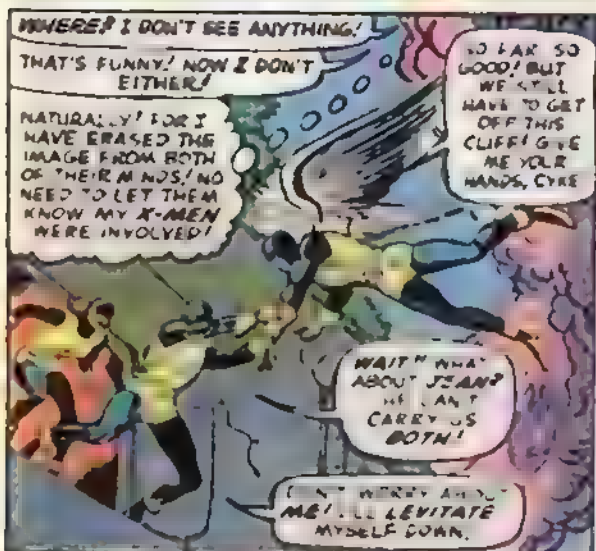
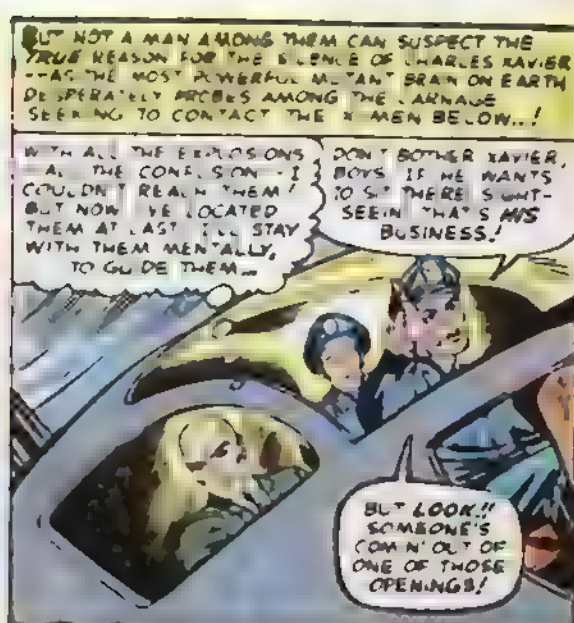
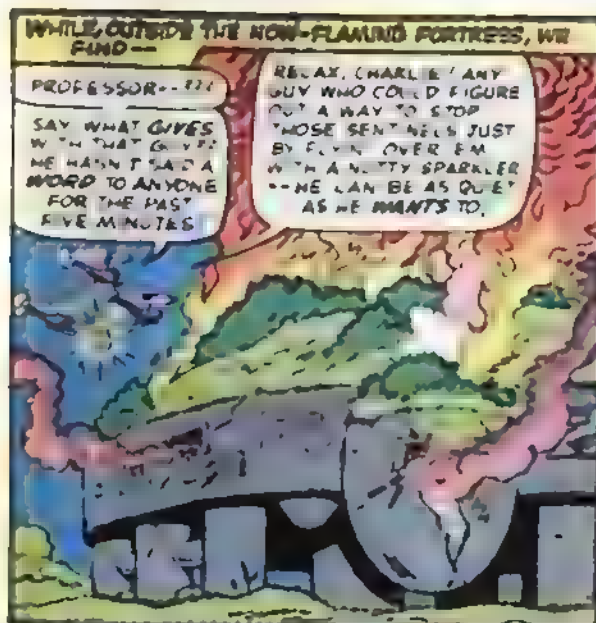
JEAN, SEE IF YOU CAN PROBE THE WALL FOR ANY HIDDEN ESCAPE-LOCK DEVICES!

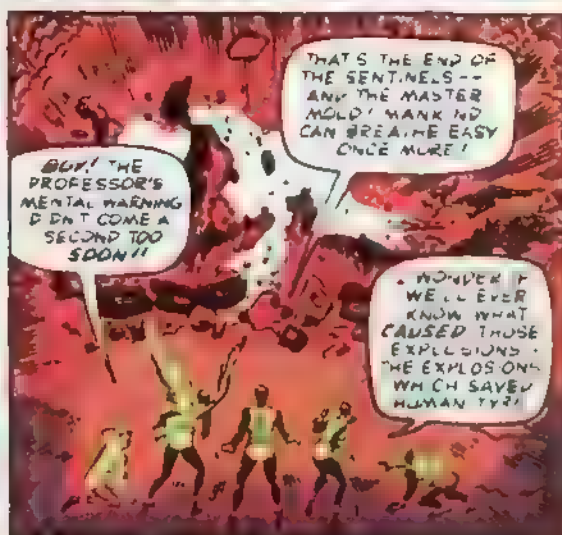
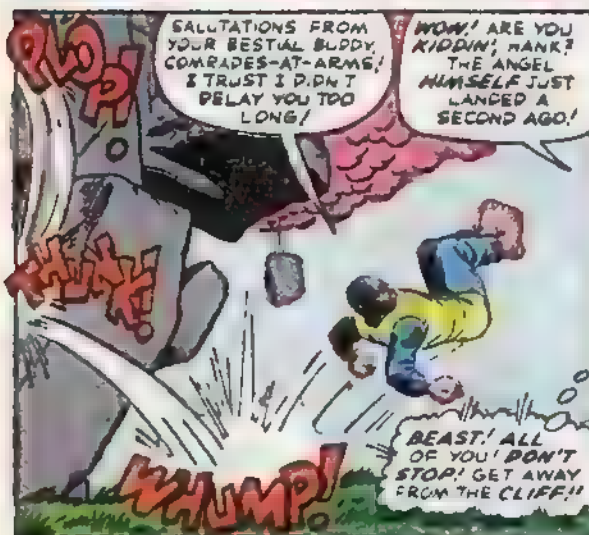
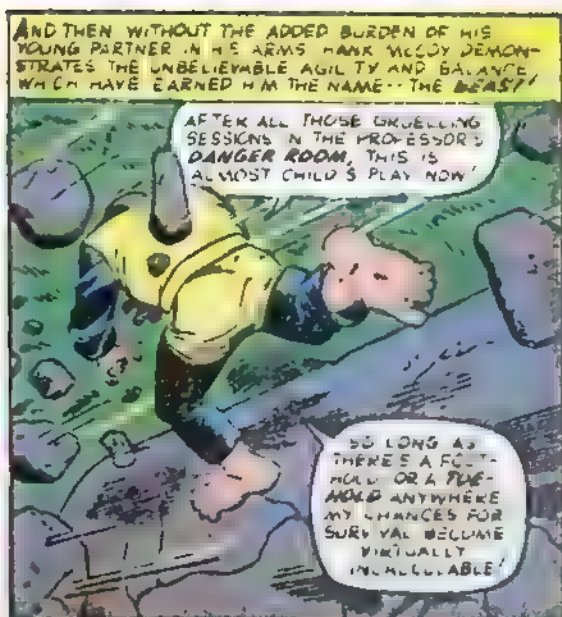
I'LL TRY, SCOTT!

THERE'S SOMETHING HERE! I CAN FEEL THE TUMBLERS! I'VE NEVER USED MY KINETIC POWER THRU A WALL BEFORE-- BUT IF IT CAN BE DONE-- WAIT! I HEAR THEM MOVING-- I'M GETTING IT--!

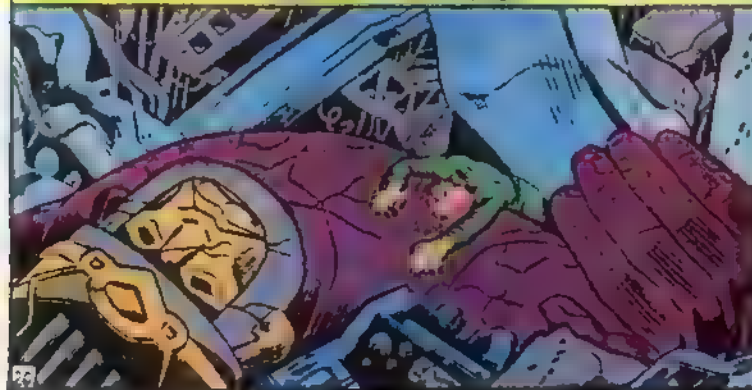
THAT'S IT! IT'S OPEN! WE CAN MAKE OUR WAY OUT NOW!

CLICK!





PERHAPS THE TRUTH WILL ONE DAY BE KNOWN! BUT, UNTIL THAT TIME, IT LIES BURIED BENEATH COUNTLESS TONS OF RUBBLE-- BURIED IN THE BREAST OF DR. BOLIVAR TRASK, WHOSE LAST EARTHLY SACRIFICE BROUGHT THE WORK OF A LIFETIME CRASHING DOWN ABOUT HIM-- WHOSE LAST EARTHLY, I.E., ON PROVEY, I.E., BEWARE THE FANATIC! TOO OFTEN HIS CURE IS DEADLIER BY FAR THAN THE EVIL HE DENOUNCES!



BUT NO VICTORY IS EVER TRULY COMPLETE! EVEN NOW AS THE WEARY X-MEN PREPARE TO RETURN TO THEIR HEADQUARTERS BUILDING, NONE CAN SUSPECT THE SHADOW OF MENACE THAT AWAITS THEM-- THE MOST UNEXPECTED MENACE OF ALL-- AS WE SHALL SEE NEXT ISSUE! NUFF SAID!

NOTE: OUR LETTERS SECTION APPEARS AFTER NEXT PAGE...

NOW . . . FEAR NO MAN! DON'T BE BULLIED! TURN YOUR HANDS into "EXPLOSIVE" DEFENSE MECHANISM!

You can lick your weight in tigers as a skilled FEARLESS MASTER OF ORIENTAL FIGHTING ARTS
PHYSICAL STRENGTH NOT NEEDED! JUDO . . . KUNG FU . . .

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MARVEL BULLPEN BULLETINS!

ANOTHER MIGHTY MARVEL HOT-LINE REPORT FEATURING EARTH-SHAKING ITEMS OF MONUMENTAL INCONSEQUENCE!

LET'S BE SERIOUS DEPARTMENT: Millions of our fans (well, hundreds, anyway!) well actually one of the guys in the mail room!) have demanded to know why mixed up Marvel included so many reprints in this year's Annuals! Here's the Honest to Aunt Petunia answer: We had TWO powerful reasons—#1. Many of our ravin' readers have just joined us recently thereby missing so many of our earlier masterworks. The reprints in our adorable Annuals give them a chance to complete their can't live without 'em collect-ohs—as does our new quarterly publication MARVEL COLLECTORS' ITEM CLASSICS! #2. Because of our frankly backbreaking schedule each month, we simply no longer have the TIME to do the double length yarns we featured in our earlier Annuals! So, rather than eliminate these once yearly spectaculars, we're able to continue them only by combining the old with the new. Confused to what some Brand Echh subversives have been hinting, it isn't because we're trying to save a few shekels—we can easily afford to spend the DOUGH—but we can't afford the additional TIME without causing our regular monthly mags to suffer! Anyway Brand Echh should take THEIR Annuals are ALL reprint! Nyahhh! So there you have it! We could have thought up a much better excuse if we wanted to put you on—but although we may be corny, capricious, and confused, we've never been less than honest with you! And now, it's trivia time again—!

HOW ABOUT THAT! DEPARTMENT: You'll see the name ROY THOMAS popping up here and there in our ever-lovin' editions. Roy's a fan who's made it! Although employed as a school teacher in St. Louis (his subject was English!) Roy never lost his love for com'c mags. Marvels to be exact! So, after a lot of correspondence back and forth, we decided it would be cheaper to hire him for the bullpen than to keep shelling out money for those airmail stamps! Now that Roy's aboard, we're betting our syntax will be sensational and there won't be a split infinitive for miles around!

STRICTLY PERSONAL: A few fans who must have sent the r. sensahum on vacation have written to ask us why we always insult Adorable ARTIE SIMÉK and Swingin' SAMMY ROSEN on our crazy credits! So, we wanna state here and now that we LOVE those two talented, hardworking, dependable letterers of ours! Those little squibs we write about them are strictly all in fun. We think they're the greatest! (But, if they forget to capitalize Stan's name once more—watch out!)

DEPARTMENT OF UTTER CONFUSION: We wanted to tell you all about the new artists we've hired, and the new lineup of pencillers and inkers for our various strips,

but we're still in the process of switching everything around, so it'll have to wait till next month! But we think we have some of the most sensational announcements of the season in store for you! Just wait n see! Of course, one thing we CAN mention is the fact that JOLLY JOE SINNOTT will be our permanent FF inker from now on! In our book, he's the best there is, and then some! For those of you who've been wondering how we could possibly improve "the world's greatest comic mag"—you've got your answer!

DIDJA KNOW! DEPARTMENT: DIDJA KNOW that MARVEL COMICS is just a part of a huge publishing empire which also produces movie magazines, men's magazines, crossword puzzle books, and hosts of other publications, including the two now famous ones written by our leader MONSTERS UNLIMITED and YOU DON'T SAY! (By the way MONSTERS UNLIMITED has become such a swingin' success that it's now published on a regular basis, four times a year. Congratulations, Stan!) DIDJA KNOW that most of our amazin' artists work at home and sometimes don't visit the bullpen more often than once a month! (In fact last time we saw Darlin' DICK AYERS, who lives in Westchester we almost didn't recognize him! And JACK "KING" KIRBY drops in loaded down with a new mess of masterpieces once a week. Poor Jack! He's so absentminded that he usually goes home with someone else's hat, port folio, or train ticket! Stan wanted to put a label around his neck reading: If found, please return to the merry Marvel bullpen! but he couldn't—Jack lost the label!

LET'S MEET 25 MORE M.M.M.S. MEMBERS:

Gennis D. W. Knuth Augusta, Wis.	Mitchell Kravitz New York, N.Y.
David S. Quarden Provo, Utah	Jim Poe Pontiac, Mich.
Joe B. Backford Hendersonville, Tenn.	Bill Boles Stanford, Calif.
Stephen W. Short Virginia Beach, Va.	Robert Bauch New York, N.Y.
Lawrence Butler Yonkers, N.Y.	Robert Heister, Jr. Westfield, Mass.
Terry Rogers Plainsville, Texas	Andrew Chan Chicago, Ill.
Jack Shultz Seattle, Wash.	Donny Rosafort Mt. Kisco, N.Y.
Mark Foley Suiphruff Springs, N.Y.	Bob Blackhall Seattle, Wash.
Charles Band Rome, Italy	Walace Andrew Pearl Blossom, Calif.
Charles Wilson Houston, Texas	Ronald Skeht Savoy, Mass.
David Secrist Lynchburg, Va.	Stanley Atkins Washington, D.C.
Elizabeth Huggins Brooklyn, N.Y.	Randy Eggers Yutan, Nebr.
	Sally Kawan Tucson, Ariz.

THE WRAP UP! Don't forget to write and tell us what items you'd like to see featured on this page in future issues. And now, until we meet again, take good care of yourself even if we don't tell you often enough, we're nothing without you!

THE MIGHTY MARVEL CHECKLIST A Line Up Of Some Of The Marvelous Mags On Sale Right Now

FANTASTIC FOUR #46: At last! The secret of the Great Refuge, where dwell the incredible Inhumans! If you read no other magazine this season, you must not miss this one!

SPIDER-MAN #33: The wrap-up of an old adventure—heralding the start of a new one! And confidentially, you've never seen Spidey more dazzling, or more dramatic!

AVENGERS #24: Trapped in the far distant future, fighting one of the most powerful foes in the universe, with all odds against them, the mighty Avengers prove how powerful they really are!

DAREDEVIL #12: Not one villain, but two! Or, is our second super-powered guest star really a villain? For all the color and spectacle which have made Marvel a by-word, this is for you!

THOR #124: Another offbeat, unexpected shocker featuring the golden immortal who has taken the entire comics magazine-reading world by storm! From Asgard to earth, the thrills never stop!

STRANGE TALES #141: The start of a new life and death struggle for Nick Fury, Agent of Shield, and the end of the most fantastic battle of the Season between Dr. Strange and Dormammu!

ASTONISH #76: One of the biggest surprises in Marveldom awaits you in the Sub-Mariner epic this ish! And, Namor finally comes to the surface world! As for the Hulk—merely greater than ever! (Just wait if you see his new super-foe!)

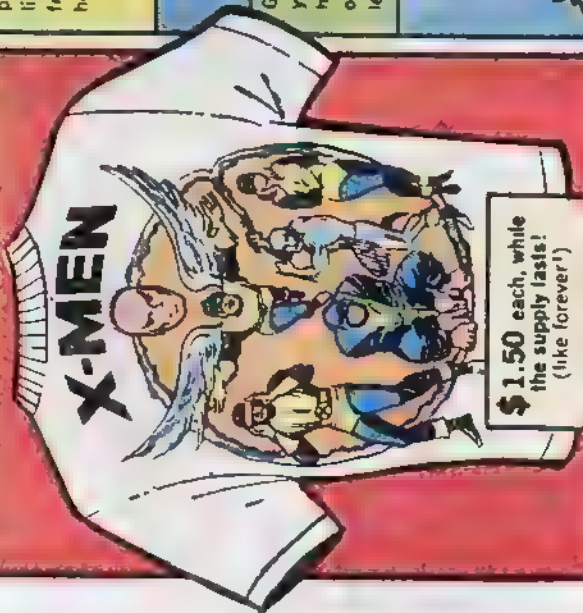
SUSPENSE #74: The fate of Happy Hogan will leave you breathless as Iron Man reaches new heights of greatness! And, Captain America has only a few seconds left to save the whole cockeyed world!

SGT. FURY #26: Darlin' Dum Dum Dugan almost steals the whole show this time, in one of the whackiest, most wonderful war tales of all! If a whole hoo-doo of new characters is what you want—you've got 'em!



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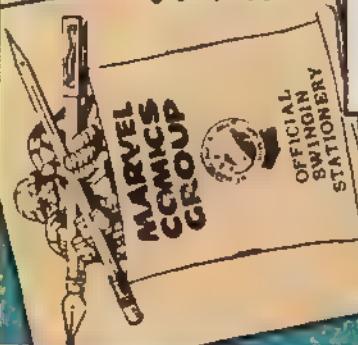
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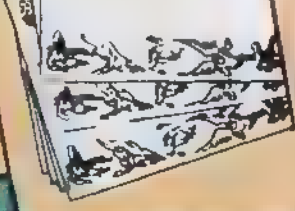
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VISIT
THE

X-MEN

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—We'll admit that it's a back-breaking job to put out THE X-MEN every month, but we'll also admit that we get a kick out of the challenge and are enjoying it even more than we thought we would! If you Marvelers are enjoying it even half as much, then it's well worth the effort! And now, it's time to meander thru the mail before we get all choked up—!

Dear Stan,

THE X-MEN is a very good comic, but your use of the phrase "homo sapiens" disturbs me as it should any student of Latin. The term "homo sapiens" is the correct singular form; it means, literally, "wise man" or "sensible man." It is a term used by scientists to designate man as a species. The plural of this term is "homines sapientes." The words "homo superior" are, I believe, your invention. They mean, literally, "higher man." Their plural is "homines superiores." Thus your term "homo sapien" is incorrect as well as nonexistent.

Alex Nicholson, 217 Page Rd.
Nashville, Tenn.

Okay, Alex, the cat's out of the bag! Now everyone will know why Stan only took one term of Latin in school!

Dear Stan,

I have just finished reading X-MEN #s 12 and 13 and I must say you have really outdone yourselves this time. The origin of Professor X was a masterpiece and that of the Juggernaut was truly original. That idea of yours about the villain being the step-brother was really fabulous. The Juggernaut was a gargantuan achievement of modern literature, and I hope to see more of him. Now I'm finished with compliments. The Beast's uniform should be tighter—it looks like a paper bag with sleeves. On page 3, panel 4, the uniforms are inked black and look very good. The uniforms should be black or yellow. Your covers are getting better, much better. Except for the Beast's uniform, the X-Men's colors, and the bi-monthly frequency, it's the perfect mag. I close with the immortal words of Siegfried Forbush (Irving's second cousin)—"Make the X-MEN monthly!"

John Hargreaves, 13433 Fitz Way
Aurora, Colo.

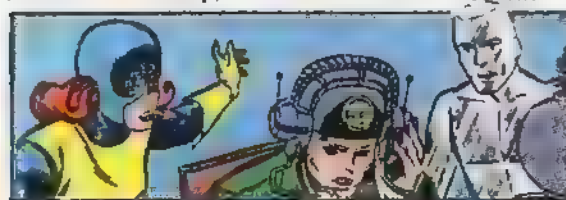
We did, Johnny! And now, you'll probably go around telling everyone that we never make a move without you! In fact, the way things are going these days, we're afraid to make a move—period!

Dear Stan,

I think that the X-Men are the greatest thing in comics history. Just the other day I was sitting in class reading one of your fine mags when the teacher came down the aisle and took it away from me. Later after school I saw the teacher reading it. I asked her if I could have it back and she gave it back to me. Now I've seen everything—teachers reading comic books!!

Don Harrison, Greenwood Acres
Annapolis, Md.

We still don't feel we've completely captivated your teacher, Don! The mere fact that she returned our miniscule masterpiece to you proves she's not yet a true Marvel madman! But, when she sends away for her MMMS membership, then we'll know she's hooked!



Dear Stan,

Last night I was enjoying the sounds of the three most-repeated songs on the show of Art Roberts, my favorite DJ, on WLS in Chicago. Suddenly the most shocking, stunning, welcome news of the year appeared before my very ears. Some super-talented reader had made Art Roberts a member of the M M M S!! He told all the listeners and fans (like me) all about the student kit (badge, pledge, which he read), and the rest of your nutty stuff. I instantly got up and told Mom about the great description of the club and kit. I then promptly got up enough will power to stop my stinking and write this letter and send in an application for the 3 M's and an S—with the dollar, natch. (Shame on me for not joining already.) So now you great Marvel Madmen have Art Roberts and me (with my collection of 252 Marvel comics). Congratulations!

Hugo Harper, P.O. Box 83
London, Ky.

Thanks, H.H.! And if you happen to bump into Art Roberts, tell him we appreciate the mention. No, on second thought, maybe you'd better not. He might want a commission out of your membership dollar!

Dear Stan,

Why is the guy with the wings called the Angel? If I were him I'd be very embarrassed. Imagine—people calling me 'Angel'!!

Tommy Howlin, 7114 Varnum St.
Landover Hills, Md.

Listen, Tom—if wearing a nutty blue costume and flying around with a huge pair of wings doesn't embarrass him, how can a little thing like a name bother ol' Warren? Besides, the gals here in the bullpen think he's a real pussycat!



Dear Stan,

There is only one adjective that can properly describe X-MEN #12—beautiful. The Toth-Colletta artwork was a superb effort. Stan's story will go down as one of the best to date. This issue again proved that THE X-MEN must surely be one of (if not the) best books in your stable—reason being that I get an indescribable feeling from reading each one. I usually pride myself on the fact that I don't get emotionally caught-up with the comic books and can drop them any time that I feel like it. But I don't ever think that I could quit THE X-MEN. In #12 the feeling was intensified! I could imagine the extreme terror felt by the X-Men as they saw all their defenses fall before an unstoppable foe who was moving in on them. (And just think—I haven't seen Part II yet!) In previous issues the feeling was contentment—contempt for the loathsome Magneto and his unbearable arrogance. Your nutty stationery set is the best thing yet! In closing I would like to repeat those immortal words of sons throughout the country: "Make that art Marvel Pop!"

Larry Branning RR #1
Brighton Iowa 52540

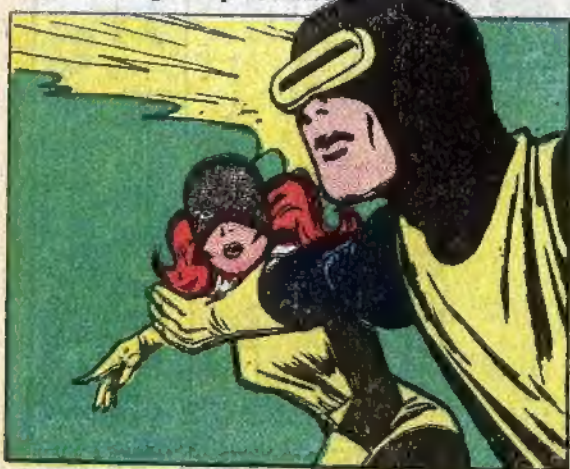
Much obliged, Larry. Incidentally, Irving Forbush wants us to ask you if that last line of yours is copyrighted?

Dear Stan,

I have collected and read every one of your X-MEN magazines and have found the teen-age mutant, Cyclops, your best character. He possesses a maturity far beyond his years. He is not a "cracking-jokes-while fighting" type of super-hero, and above all he has an especially unique power. His ability to emit tremendous force waves from his eyes is a well-conceived idea. Going over this idea in my head, I found his force beam bears a close resemblance to a cue in billiards, his beam acting as the cue stick and what he is aiming at being the object ball. Sometimes a billiard game is like a delicate operation; if you do not "cut" the ball just right, you may lose points that decide if you win or lose. Such is the case with Cyclops' power beam. He has done it often, cutting a villain off just right and then coming back into position or "shape" to knock off another crook. Many thanks for an enjoyable magazine.

Larry Boyle, 1915 Portage Ave.
Winnipeg, Manitoba

You're welcome, L.B. We enjoyed your letter, even if it does sound as though you read most of our mags while reclining on a pool table!



Dear Stan,

The latest X-MEN (#13) featuring the Juggernaut was, as expected, fabulous. The guest appearance of the Human Torch was almost as much of a surprise as your introduction of a new art team this ish, even though I must say Alex Toth's stay was much too short, for he is a fine artist, particularly when he inks his own pencils. Anyway, the art this ish was exceptional, and the long delayed return of Joe Sinnott is appreciated. Needless to say, storywise, ish #13 was superb: the awesome power of Professor X's mutant brain was truly realized, the climax of the story was tinged with both suspense and emotion as only Stan could present it. Yes, it was a typical Marvel Masterwork—the type of tale that makes your competitors sit down and sob, "Oh, what's the use!"

Michael Arden, Jr., 5645 N. Muscatel
San Gabriel, California 91776

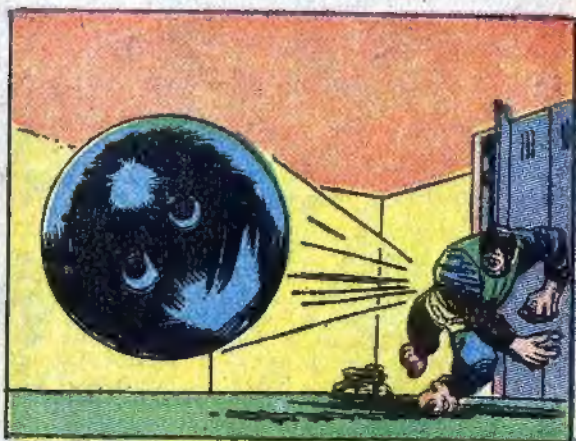
We don't mind them sobbing it, Mike—but when we see ol' Stan crying in his Java after reading one of his own tangled tales, it kinda shakes us up a bit!

Dear Stan,

This letter is a decree from the H.S.O.P.D.A.S.M.M.S., that is, the Help-Stamp-Out-Putting-Down-of-Artie-Simek-in-Marvel-Mags Society. We, the undersigned, are sick and tired of seeing those blasphemous comments on Artie's luscious lettering in the credits on the splash page of all your mags. Until he gets his just rewards, we will picket all the newsstands in the five-county mosquito control district.

Peter Cadwell, 2222 Victory Mem. Dr.
Minneapolis, Minn. 55412

Here, Pete—this should make you feel better: Your letter was carelessly read by sloppy, sneaky, skinny Stan Lee—and then cleverly reread by sophisticated, sensational, superb Artie Simek! There, that ought to calm things down, until some frantic Lee-lover demands equal time!



Dear Stan,

A few days ago I was considering writing a letter to you that would have started something like this: "Some people claim that Marvel mags aren't fit to wrap fish or line garbage pails, but they're absolutely wrong! Marvel mags are, in fact, the mags most fit to wrap fish or line garbage pails!" The reason I felt like this was that, after reading several letter columns from previous issues, I realized how conceited you are and how blindly prejudiced some of the madder Marvel madmen are. For two reasons, I have decided against writing an uncomplimentary letter as I mentioned above. They are: (1) Today I read the new FANTASTIC FOUR ANNUAL and X-MEN #13, (2) My warden is a Marvel fan and would never let me send such a scolding letter to you. The F.F. ANNUAL #3 may not be the greatest one of all time, but it is undoubtedly the best Marvel annual of 1965. "Bedlam at the Baxter Building," though short on plot, made up for it in action and the many guest appearances. Dr. Doom was the natural choice for the mastermind of the whole affair. And the ending was a typical, but interesting, Marvel touch. In addition, you reprinted the first Marvel story I ever read, "Captives of the Deadly Duo." This is a great story and I was glad to see it, because I no longer have my copy of F.F. #6. X-MEN #13 had one outstanding feature, the improved art. I think the reason was that the inking was done by Joe Sinnott—in my opinion, one of the better artists at Marvel. In my three years of reading Marvel comics, this was only the second story I have read that contains art by Sinnott, and I'd like to read many more such stories in X-MEN. I think the perfect art combo for this group would be Kirby doing layouts and Sinnott pencilling and inking. There are a lot more topics I'd like to comment on, such as Brand X comics as compared to Marvel comics, Millie the Model's hairdo as compared to Thor's, and many others, but I'll save 'em for later.

Louis Rollins, 3125 Big Walton Ave.
Baldwin Park, California 91706

We can hardly wait, Lou! Anyhow, you'll find Joey Sinnott's incredible inking gracing the pages of the FANTASTIC FOUR each month from now on, and we suspect you'll flip over the various art teams we've had toying with the X-MEN lately. Actually, they've all been so good, we're having trouble deciding who should handle the mag permanently. So let us hear it out there in Marvel-land, huh? But don't shout too loud—you might wake up another Sentinel!

NEXT ISH: Remember the great story which first introduced Juggernaut? Well, we've cooked up just as suspenseful a yarn for you in X-MEN #17 to introduce our fabulous surprise villain! It's got suspense, human interest, and a running theme of mounting menace! We don't want to say it's the best story ever written, but you'll have a tough time finding a better one this season! And, while we dare not tell you the villain's name yet, we can give you a peek at the title—it's called "—And None Shall Survive!"—and it means what it says! So, till next ish, keep your 12¢ in a safe place, 'cause we'll be looking for you! 'Nuff said!

204

DR.

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Some of the People Dorne Has Helped

Herb Smith was a payroll clerk. Soon after he started studying with us, he landed an art job with a large printing firm. This was four years ago; today he's head artist for the same firm.

Don Golemba of Detroit is another. He stepped up from railroad worker to the styling department of a big automobile company—by showing his work with the School. Now he helps design new-car models.

Pat Browning wanted to escape from her dull typing job to something creative. Soon after studying with us, she was promoted to full-time artist with the same firm—at much more money.

With the right training, Wanda Pickulski gave up her typing job

to become fashion artist for a local department store.

Eric Ericson worked in a garage while he studied art at night. Today he is a successful artist, earns seven times as much, and is building a new home for his family.

Long before Albert Dorne started looking for people who like to draw, they came to him for advice and help. Since he alone could help only a few of these people, he called together America's most successful artists—men like Norman Rockwell, Jon Whitcomb, Stevan Dohanos and Al Parker.

A Plan to Help Others

He said: "All over America, there are people who like to draw, who could be turned into good artists. Why can't we give these people the training they need—including all the trade secrets and know-how we've learned over the years? I'm suggesting a new kind

America's 12 Most Famous Artists

Norman Rockwell	Fred Ludekens
Jon Whitcomb	Ben Stahl
Al Parker	Robert Fawcett
Stevan Dohanos	Austin Briggs
George Giusti	Harold Von Schmidt
Peter Helck	Albert Dorne

of school—a home-study art school that would give talented people the best professional art training, no matter where they live."

The famous artists agreed. Taking time from their busy careers, they spent several years creating a remarkable series of art lessons covering every aspect of drawing and painting. They illustrated their lessons with over 5,000 "here's-how" illustrations. The lessons start from scratch and cover every skill a top artist needs. Finally, the famous artists developed a wonderful way to give each student personal correction and advice all through his training.

Albert Dorne is not surprised by the success of his students. "The art field is growing. We keep getting calls from all over the country, asking us for practical, well-trained students who can step into full-time or part-time art jobs."

Famous Artists Talent Test

To find others with art talent worth developing, the Famous Artists created a 12-page talent test. Thousands paid to take this test, but now the School offers it free and grades it free. Men and women who do well on the test—or can offer other evidence of art talent—may enroll in the School. But there's no obligation. Simply mail the coupon below.

Famous Artists Schools Studio 7779, Westport, Conn.

I would like to find out whether I have art talent worth developing. Please send me, without obligation, your Famous Artists Talent Test and descriptive brochure.

Mr. } _____ Age _____
Mrs. } _____
Miss } _____
← Please circle one and print name

Address _____

City _____ Zone _____

County _____ State _____

BOYS! MEN!



Mike Marvel

MY SECRET NEW DYNAPLEX METHOD

CAN BUILD YOU A MAGNIFICENT NEW HE-MAN-MUSCLED BODY IN JUST TEN MINUTES A DAY—with absolutely NO weights—NO bar-bells—NO EXERCISE AT ALL!

Yes! If they LAUGH at you now when you take off your shirt—they'll be amazed—once they've seen the rugged DYNAPLEX BODY I can give you! I'll build you a tough massive body—shoulders clad with solid inches of he-man BRAWN. I'll give you bulging biceps, trip-hammer fists, power-packed legs, and a chest that will have you popping the buttons off your shirt with pride! (—says MIKE MARVEL, "Builder of Champion Bodies")

In my classes this same course of instruction would cost \$110.00.

Or is your problem a body sagging with soft rolls of unhealthy, handsome FAT? Funny muscles—sagging stomach—bloated face—arms heavy with layers of BLUBBER? Are you ASHAMED to go to the beach and let them see your "FAT-MAN PHYSIQUE"?

Now, wake up fellas! THIS IS IT! I will peel off that fat and give you a lean virile DYNAPLEX BODY, armed with a sheath of hard tough handsome muscle. I can build you into HERCULES, bursting with dynamic manly strength. I'll give you a taut rock-hard midsection—legs muscled like coil steel springs. I can pack solid DYNAPLEX

into your fats and give you a rugged handsome build brim-full of the magnetic SUPER-BODY APPEAL. And with NO starvation diets—NO fatiguing calisthenics—NO expensive health-foods!

HOW DYNAPLEX BUILDS BEAUTIFUL BODIES

DYNAPLEX is the modern miracle of body-building. It takes no lime-some exercises, "crash" diets, protein foods, or no weights or bar-bells. DYNAPLEX is the amazing discovery of a West German Doctor whose research into the Science of Strength found a thrilling new way to build GIANT BRAWNY MUSCLES in ten minutes a day. With DYNAPLEX you "see" each muscle once—in a certain way—that is more effective than if you exercised that muscle 20, 30, even 100 times the old-fashioned way. With DYNAPLEX you get bigger results in ten minutes than after hours of grunting and groaning, heaving heavy weights. DYNAPLEX coaxes each muscle in your body to bring out its round, steely fullness and satiny symmetry. DYNAPLEX packs that muscle with glowing vibrant new strength and energy—FAST. In ten minutes a day I can cover your bony frame with healthy rippling muscle—give you a deep, powerful chest—solid shoulders and iron wrists—tough, slim midsection—and trim, steel-spring legs—simply thru "DYNAPLEXING" each muscle once a day! There's nothing worse with the bar-bell and weight-lifting method... but why bother? Why waste time and money, why sweat and strain your way to a streamlined symmetrical SAMSON-STRONG BODY—when you can do it better—bigger—faster—easier with the DYNAPLEX SECRET?

STRONG-MAN BODY THAT'S ADMIRABLE!

Be honest. Down deep you KNOW you envy the boy with the virile, magnificent build. Every man and boy secretly desires a broad brawny back, a solid man-muscled chest, handsome he-man shoulders, arms rippling with tough, steely sinews, a narrow waist, slim hips and springy, power-packed legs. Be a fellow with TWO-PISTED BIG MUSCLE APPEAL... they only laugh at skinny guys or "fatsos".

Let me give you a glowing new body, brimming over with energy and irresistible inches of solid muscle on your chest—brawny waist, I can build three inches of beef and brawn on your shoulders. I will mold you a handsome super-body of terrific strength, give you a crushing grip, legs crammed with steel springs. A lean taut rock-solid punch-proof midsection. Pack your body with energy and stamina that will help make you popular.

GIVE ME TEN MINUTES A DAY —THAT'S ALL!

After DYNAPLEX, you'll be able to roll up your sleeves and take off your shirt and, for the first time in your life, you'll be PROUD of your manly build. Yes, pal, say Goodbye to your weak, baby frame—get ready for adventure and romance with a solid physique that glows and vibrates with virile he-man appeal. You'll be really proud to have people see your MAGNIFICENT P-E-MAN MUSCLES at the beach or gym. And, when the fellows stare with envy and jealousy—when friends crowd around to squeeze your iron biceps or touch your bulging brawny chest—when they ask in amazement HOW you did it—tell them about the Magic Secret of DYNAPLEX!

Your Pal,

MIKE MARVEL

"Builder of Champion Bodies"

YOU PAY ONLY

\$1.98

COMPLETE

Nothing Else To Buy

ARE YOU WEAK, ALWAYS TIRED, LACK PEP?

Whether you're thin and scrawny, or sagging with unsightly fat—my secret DYNAPLEX method will cram pep, vigor and red-blooded vitality into your puny, exhausted body. Once DYNAPLEX makes you a two-fisted dynamo of manly beauty, rippling with power, glowing with magnetic appeal—you'll be bursting with get-up-and-go. Man, you'll be really ALIVE—dripping with heat and rip-roaring energy—for the first time in years!

PROOF!

"I tried two other systems, before my buddy told me about DYNAPLEX. It really works—and how! I've put two inches of solid muscle on my biceps, three inches on my chest. It's like magic!" L. C., New York City

"I never thought you could build terrific muscles without exercises or weights. Started DYNAPLEX two weeks ago, and am building a great physique." E. C., Detroit, Mich.

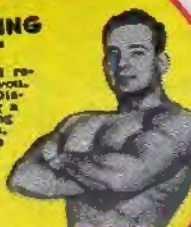
"DYNAPLEX is the best yet. Only three weeks, and I have more dates than I can handle! I am telling all my pals about DYNAPLEX." F. S., Chicago, Ill.

ARE YOU ASHAMED OF YOUR BODY NOW?

Pal—do YOURSELF a favor! Take a good long look in a mirror. Do you see a puny, starved body—scrawny arms—bony shoulders—a flabby stomach and skinny legs? Do they laugh and grin when you take off your shirt? BELIEVE IT OR NOT—I can add solid pounds of rippling, steely he-man MEAT to your build. I can take those skeleton arms and PACK EVERY INCH with explosive virile MAN-MUSCLE. I can take that caved-in chest and build on six rugged inches of strong sleek MAN-SIZED BRAWN. I can clothe your skinny frame with GIANT RIPPLING DYNAPLEX MUSCLES that will have them gasping with awe and admiration! And with NO tiring exercise. NO high-priced bar-bells or gym equipment!

FREE! "SECRETS OF BEING ATTRACTIVE!"

Fellows! Mail the coupon now, and receive Mike Marvel's FREE GIFT to you. This exciting and informative book, Discovered a secret method for developing a new, almost MAGNETIC way of being attractive and popular! At parties, dances, at the beach—you will have the people clustering around you, breathlessly, while the guys watch enviously. "What does HE have that we don't?" they will say. The answer is in this exciting new book, your GIFT from Mike Marvel. Fill out and mail the coupon NOW!



Outside USA: Send International Money Order or cash. Great Britain: \$1.08 is about 15 shillings. For air mail delivery, send 1 pound.

Mike Marvel System, Dept. M-533 285 Market Street, Newark, N. J.

MAIL MONEY SAVING NO RISK FREE TRIAL COUPON NOW

Check as many of the boxes you want HERE—Complete System \$1.98.

- ☐ Lose fat, be trim and solid
- ☐ Build deep brawny chest, bulging with vigorous strength
- ☐ Lose fat, be trim, strong handsome
- ☐ Mold mighty back, broad beefy shoulders
- ☐ Build muscle on skinny wrists and arms
- ☐ Develop crushing grip, two-fisted punch-power

MIKE MARVEL SYSTEM, Dept. M-533 285 Market Street Newark, New Jersey.

Okay, Mike! Here's \$1.08. Send me your COMPLETE (nothing else to buy later) body-building course. I want to use your new secret of DYNAPLEX to win a HERCULES HE-MAN BODY in just ten minutes a day. Rush my copies of the DYNAPLEX SYSTEM and my free gift book "Secrets of Being Attractive" on your money-back guarantee, in film wrappers. If I don't develop a splendid physique and become more popular you will refund my money in full.

NAME _____ AGE _____

ADDRESS _____

CITY _____ ZONE _____ STATE _____

(Please Print)